

TELEPHONE & DATA SYSTEMS INC /DE/  
Form S-3DPOS  
February 27, 2012

As filed with the Securities and Exchange Commission on February 24, 2012

Registration No. 333-125001

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

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POST-EFFECTIVE AMENDMENT NO. 5  
TO

**FORM S-3**

REGISTRATION STATEMENT UNDER THE  
SECURITIES ACT OF 1933

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**TELEPHONE AND DATA SYSTEMS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**36-2669023**  
(IRS Employer  
Identification No.)

**30 NORTH LASALLE STREET, SUITE 4000**

**CHICAGO, ILLINOIS 60602**

**(312) 630-1900**

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(Address, including zip code, and telephone number, including

area code, of registrant's principal executive offices)

**LeRoy T. Carlson, Jr.**  
**President and Chief Executive Officer**  
**Telephone and Data Systems, Inc.**  
**30 North LaSalle Street, Suite 4000**  
**Chicago, Illinois 60602**  
**(312) 630-1900**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

**with a copy to:**  
**William S. DeCarlo, Esq.**  
**Sidley Austin LLP**  
**One South Dearborn Street**  
**Chicago, Illinois 60603**  
**(312) 853-7000**

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**EXPLANATORY NOTE**

On May 17, 2005, the Registrant filed a registration statement (the Registration Statement ) on Form S-3 (File No. 333-125001), which became effective on May 17, 2005, relating to the registration of 350,000 Special Common Shares, par value \$0.01 per share, of the Registrant ( Special Common Shares ), for issuance under the Registrant s Special Common Share Automatic Dividend Reinvestment and Stock Purchase Plan, of which 241,937 shares remain unissued.

On January 24, 2012, the Registrant s Special Common Shares were reclassified as Common Shares, par value \$0.01 per share of the Registrant ( Common Shares ), and Special Common Shares are no longer issued or authorized for issuance. In connection therewith, the Registrant is filing a registration statement to register Common Shares for issuance under the Plan to replace such Special Common Shares.

Accordingly, the Registrant is filing this Post-Effective Amendment No. 5 to the Registration Statement to deregister all Special Common Shares that remain unissued under the Registration Statement.

Pursuant to Rule 464 under the Securities Act of 1933, as amended, this Post-Effective Amendment shall become effective upon filing with the Securities and Exchange Commission.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933 and Rule 478 thereunder, the registrant has duly caused this Post-Effective Amendment to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Chicago, State of Illinois, on February 24, 2012.

**TELEPHONE AND DATA SYSTEMS, INC.**

By: */s/ LeRoy T. Carlson, Jr.*  
LeRoy T. Carlson, Jr.  
President and Chief Executive Officer

**SIGNATURE PAGE TO POST-EFFECTIVE AMENDMENT TO DEREGISTER**

**SPECIAL COMMON SHARES FOR DIVIDEND REINVESTMENT PLAN**