

UNITED STATES CELLULAR CORP  
Form 8-K  
June 07, 2010

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**FORM 8-K**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of  
The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): June 1, 2010

**UNITED STATES CELLULAR CORPORATION**  
(Exact name of registrant as specified in its charter)

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

**1-9712**  
(Commission  
File Number)

**62-1147325**  
(I.R.S. Employer Identification No.)

**8410 West Bryn Mawr, Suite 700, Chicago, Illinois**  
(Address of principal executive offices)

**60631**  
(Zip Code)

Registrant's telephone number, including area code: **(773) 399-8900**

**Not Applicable**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

United States Cellular Corporation ( U.S. Cellular ) previously filed a Current Report on Form 8-K, dated May 6, 2010 ( Prior Form 8-K ), disclosing that Mary N. Dillon was appointed its President and Chief Executive Officer effective June 1, 2010. The Prior Form 8-K also disclosed that Ms. Dillon would receive certain equity awards. Pursuant to Item 5.02 of Form 8-K, the agreements evidencing equity awards granted to Ms. Dillon on June 1, 2010 are filed as exhibits to this Form 8-K.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits:

In accordance with the provisions of Item 601 of Regulation S-K, any Exhibits filed or furnished herewith are set forth on the Exhibit Index attached hereto.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereto duly authorized.

United States Cellular Corporation  
(Registrant)

Date: June 7, 2010

By: /s/ Steven T. Campbell  
Steven T. Campbell

Executive Vice President Finance,  
Chief Financial Officer and Treasurer

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EXHIBIT INDEX

The following exhibits are filed or furnished herewith as noted below.

**Exhibit**

<b>No.</b>	<b>Description</b>
10.1	2005 Long-Term Incentive Plan 2010 Stock Option Award Agreement evidencing stock options granted to Mary N. Dillon on June 1, 2010 (with accelerated vesting in the event of termination without cause or for good reason)
10.2	2005 Long-Term Incentive Plan 2010 Restricted Stock Unit Award Agreement evidencing restricted stock units granted to Mary N. Dillon on June 1, 2010 (with accelerated vesting in the event of termination without cause or for good reason)
10.3	2005 Long-Term Incentive Plan 2010 Stock Option Award Agreement evidencing stock options granted to Mary N. Dillon on June 1, 2010 (without accelerated vesting in the event of termination without cause or for good reason)
10.4	2005 Long-Term Incentive Plan 2010 Restricted Stock Unit Award Agreement evidencing restricted stock units granted to Mary N. Dillon on June 1, 2010 (without accelerated vesting in the event of termination without cause or for good reason)

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r section 8 of the Investment Company Act (e)  Investment Adviser registered under section 203 of the Investment Advisers Act of 1940 (f)  Employment Benefit Plan, Pension Fund which is subject to the provisions of the Employee Retirement Income Security Act of 1974 or Endowment Fund; see section 240.13d-1(b)(1)(ii)(F) (g)  Parent Holding Company, in accordance with section 240.13d-1(b) (1)(ii)(G) (Note: See Item 7) (h)  Group, in accordance with section 240.13d-1(b)(1)(ii)(H) Item 4. Ownership (As of December 31, 2007). (a) Amount Beneficially Owned: See Item 9 of cover pages (b) Percent of Class: See Item 11 of cover pages (c) Number of shares as to which such person has: (i) sole power to vote or to direct the vote See Item 5 ----- of cover pages ----- (ii) shared power to vote or to direct the vote See Item 6 ----- of cover pages ----- (iii) sole power to dispose or to direct the disposition of See Item 7 of cover pages ----- (iv) shared power to dispose or to direct the disposition of See Item 8 of cover pages ----- In connection with a restructuring of its investment operations, on July 2, 2007, TPT contributed the majority of its investment positions, including Common Stock, to BVI Portfolio in exchange for an equivalent interest in BVI Portfolio (such interest to be held by a wholly-owned subsidiary of TPT). The number of shares of Common Stock previously owned directly by TPT is equal to the number of shares of Common Stock in which TPT has an indirect beneficial ownership interest following such restructuring. Witches Rock ceased its investment activities in June 2007, and accordingly, transferred its remaining positions to Raptor Portfolio, Altar Rock, and BVI Portfolio. The shares of Common Stock reported herein as beneficially owned are owned directly by BVI Portfolio (8,962,515 shares, including shares contributed to BVI Portfolio by (i) TPT in accordance with the restructuring referred to above and (ii) Witches Rock in accordance

with the ceasing of its investment activities as referred to above), Raptor Portfolio (29,470,664 shares, including shares contributed to Raptor Portfolio by Witches Rock in accordance with the ceasing of its investment activities as referred to above), and Altar Rock (236,423 shares, including shares contributed to Altar Rock by Witches Rock in accordance with the ceasing of its investment activities as referred to above). Because TIC provides investment advisory services to BVI Portfolio, Raptor Portfolio, and Witches Rock, and is the general partner of Altar Rock, TIC may be deemed to beneficially own the shares of Common Stock owned by each of such Reporting Persons. TIC expressly disclaims such beneficial ownership. Because Mr. Jones is the controlling shareholder of TIC and the indirect controlling equity holder of TPT, Mr. Jones may be deemed to beneficially own the shares of Common Stock deemed beneficially owned by TIC and TPT. Mr. Jones expressly disclaims such beneficial ownership. Because Mr. Pallotta is the portfolio manager of TIC and TPT responsible for investment decisions with respect to the shares of Common Stock reported herein, Mr. Page 11 Pallotta may be deemed to beneficially own the shares of Common Stock deemed beneficially owned by TIC and TPT. Mr. Pallotta expressly disclaims such beneficial ownership. Item 5. Ownership of Five Percent or Less of a Class. Not applicable Item 6. Ownership of More than Five Percent on Behalf of Another Person. Not applicable Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company. Not applicable Item 8. Identification and Classification of Members of the Group. See cover pages Item 9. Notice of Dissolution of Group. Not applicable Page 12 Item 10. Certification. By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect. After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct. Dated: February 13, 2008 TUDOR INVESTMENT CORPORATION By: /s/ Stephen N. Waldman ----- Stephen N. Waldman Managing Director and Associate General Counsel /s/ Paul Tudor Jones, II ----- Paul Tudor Jones, II /s/ James J. Pallotta ----- James J. Pallotta TUDOR PROPRIETARY TRADING, L.L.C. By: /s/ Stephen N. Waldman ----- Stephen N. Waldman Managing Director and Associate General Counsel THE TUDOR BVI GLOBAL PORTFOLIO L.P. By: Tudor BVI GP Ltd. Its: General Partner By: Tudor Investment Corporation, Trading Advisor By: /s/ Stephen N. Waldman ----- Stephen N. Waldman Managing Director and Associate General Counsel Page 13 THE RAPTOR GLOBAL PORTFOLIO LTD. By: Tudor Investment Corporation, Investment Adviser By: /s/ Stephen N. Waldman ----- Stephen N. Waldman Managing Director and Associate General Counsel THE ALTAR ROCK FUND L.P. By: Tudor Investment Corporation, General Partner By: /s/ Stephen N. Waldman ----- Stephen N. Waldman Managing Director and Associate General Counsel WITCHES ROCK PORTFOLIO LTD. By: Tudor Investment Corporation, Investment Adviser By: /s/ Stephen N. Waldman ----- Stephen N. Waldman Managing Director and Associate General Counsel Page 14