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UNITED STATES CELLULAR CORP

Form 5

February 03, 2017

OMB APPROVAL FORM 5 **OMB** UNITED STATES SECURITIES AND EXCHANGE COMMISSION 3235-0362 Number: Washington, D.C. 20549 Check this box if January 31, Expires: no longer subject 2005 to Section 16. Estimated average ANNUAL STATEMENT OF CHANGES IN BENEFICIAL Form 4 or Form burden hours per 5 obligations OWNERSHIP OF SECURITIES response... 1.0 may continue. See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940 Form 4 Transactions Reported 1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer IRIZARRY MICHAEL Symbol UNITED STATES CELLULAR (Check all applicable) CORP [USM] (Middle) 3. Statement for Issuer's Fiscal Year Ended (Last) (First) Director 10% Owner _ Officer (give title X Other (specify (Month/Day/Year) below) below) 12/31/2016 **EVP & CTO-Engineering and IS** 8410 W. BRYN MAWR AVENUE (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line) CHICAGO, ILÂ 60631 _X_ Form Filed by One Reporting Person Form Filed by More than One Reporting (State) (City) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction Acquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned at end Indirect (I) Ownership of Issuer's (Instr. 4) (Instr. 4) (A) Fiscal Year or (Instr. 3 and 4) (D) Price Amount Common Â Â Â Â Â Â Â 16,298 D Shares Persons who respond to the collection of information Reminder: Report on a separate line for each class of **SEC 2270** securities beneficially owned directly or indirectly. contained in this form are not required to respond unless (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (Right to Buy)	\$ 63.33	Â	Â	Â	Â	Â	(1)	04/02/2017	Common Shares	33,606
Option (Right to Buy)	\$ 49.05	Â	Â	Â	Â	Â	(1)	04/01/2018	Common Shares	51,474
Option (Right to Buy)	\$ 44.59	Â	Â	Â	Â	Â	(1)	04/01/2021	Common Shares	43,079
Option (Right to Buy)	\$ 41.22	Â	Â	Â	Â	Â	(2)	04/01/2024	Common Shares	59,300
Option (Right to Buy)	\$ 36.42	Â	Â	Â	Â	Â	(2)	04/01/2025	Common Shares	70,400
Option (Right to Buy)	\$ 45.87	Â	Â	Â	Â	Â	(2)	04/01/2026	Common Shares	56,050
Restricted Stock Units	Â	Â	Â	Â	Â	Â	(3)	04/01/2017	Common Shares	11,310
Restricted Stock Units	Â	Â	Â	Â	Â	Â	(3)	04/01/2018	Common Shares	17,950
Restricted Stock Units	Â	Â	Â	Â	Â	Â	(3)	04/01/2019	Common Shares	20,006

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Reporting Owners 2

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IRIZARRY MICHAEL
8410 W. BRYN MAWR AVENUE Â Â ÊVP & CTO-Engineering and IS Â
CHICAGO, ILÂ 60631

Signatures

Julie D. Mathews, by power of atty 02/03/2017

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Granted under the long term incentive plan
- (2) Options are scheduled to become exercisable in annual increments of one third on April 1 of each year
- (3) Restricted stock units that become vested on third annual anniversary.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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