

UNITED STATES CELLULAR CORP
Form 8-K
March 17, 2010

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): March 12, 2010

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

Delaware

1-9712

62-1147325

(State or other jurisdiction of
incorporation or organization)

(Commission
File Number)

(I.R.S. Employer Identification No.)

8410 West Bryn Mawr, Suite 700, Chicago, Illinois

60631

(Address of principal executive offices)

(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.

On November 18, 2009, United States Cellular Corporation (U.S. Cellular) filed a Current Report on Form 8-K disclosing that it had amended the (i) U.S. Cellular 2009 Executive Officer Annual Incentive Plan Effective January 1, 2009 (the Plan) and (ii) Guidelines for the Determination of Annual Bonus for President and Chief Executive Officer of U.S. Cellular (the Guidelines). Prior to such amendments, the Plan and Guidelines provided that a bonus was not earned until the date the bonus was paid. As a result of the amendments, such Plan and Guidelines now provide that, to the extent and only to the extent that any bonus is paid for a performance year, such bonus shall be deemed to have been earned on December 31 of that performance year. For accounting purposes, U.S. Cellular has been accruing bonuses in the performance year as required by Generally Accepted Accounting Principles. The effect of the amendments to the Plan and Guidelines is that U.S. Cellular will now be reporting bonuses in the performance year for purposes of disclosing compensation to its named executive officers in the Summary Compensation Table of its proxy statement.

As a result of such amendments, pursuant to Item 5.02(e) of Form 8-K, U.S. Cellular is filing this Current Report on Form 8-K to disclose the amounts of bonuses paid to its named executive officers in 2010 with respect to 2009 performance, which were deemed to have been earned on December 31, 2009 pursuant to the amended Plan and Guidelines. Pursuant to Instruction 4 of Item 5.02, the below named executive officers include the persons who were identified as named executive officers in U.S. Cellular s most recent proxy statement filing with the Securities and Exchange Commission on April 15, 2009 (which may not necessarily be the same as the persons who will be named executive officers in the 2010 proxy statement).

Pursuant to the foregoing, the following amounts of bonuses were paid to the below named executive officers on March 12, 2010 relating to 2009 performance:

| | John E. | Steven T. | Jay M. | Michael S. | Jeffrey J. |
|---|----------------|------------------|----------------|-------------------|-------------------|
| | Rooney | Campbell | Ellison | Irizarry | Childs |
| Bonus Paid in 2010 for 2009 Performance | \$ 525,000 | \$ 204,695 | \$ 244,283 | \$ 212,250 | \$ 157,000 |

Mr. Rooney deferred 100% of his bonus pursuant to the terms of the U.S. Cellular 2005 Long-Term Incentive Plan, which plan has been filed as an exhibit with the SEC.

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: March 17, 2010

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

Executive Vice President Finance,

Chief Financial Officer and Treasurer
