

UNITED STATES CELLULAR CORP
 Form 5
 February 03, 2017

FORM 5

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *
IRIZARRY MICHAEL

2. Issuer Name and Ticker or Trading Symbol
UNITED STATES CELLULAR CORP [USM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2016

Director 10% Owner
 Officer (give title below) Other (specify below)
 EVP & CTO-Engineering and IS

8410 W. BRYN MAWR AVENUE
 (Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting (check applicable line)

CHICAGO, IL 60631

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|-----------------------------------|
| Common Shares | | | | (A) or (D) Price | 16,298 | D | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 2270 (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) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----------------------------|
| | | | | | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Option (Right to Buy) | \$ 63.33 | Â | Â | Â | Â Â | Â (1) | 04/02/2017 | Common Shares | 33,606 |
| Option (Right to Buy) | \$ 49.05 | Â | Â | Â | Â Â | Â (1) | 04/01/2018 | Common Shares | 51,474 |
| Option (Right to Buy) | \$ 44.59 | Â | Â | Â | Â Â | Â (1) | 04/01/2021 | Common Shares | 43,079 |
| Option (Right to Buy) | \$ 41.22 | Â | Â | Â | Â Â | Â (2) | 04/01/2024 | Common Shares | 59,300 |
| Option (Right to Buy) | \$ 36.42 | Â | Â | Â | Â Â | Â (2) | 04/01/2025 | Common Shares | 70,400 |
| Option (Right to Buy) | \$ 45.87 | Â | Â | Â | Â Â | Â (2) | 04/01/2026 | Common Shares | 56,050 |
| Restricted Stock Units | Â | Â | Â | Â | Â Â | Â (3) | 04/01/2017 | Common Shares | 11,310 |
| Restricted Stock Units | Â | Â | Â | Â | Â Â | Â (3) | 04/01/2018 | Common Shares | 17,950 |
| Restricted Stock Units | Â | 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

IRIZARRY MICHAEL

8410 W. BRYN MAWR AVENUE Â Â Â EVP & CTO-Engineering and IS Â
CHICAGO,Â 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.