

UNITED STATES CELLULAR CORP

Form SC 13D/A

September 25, 2008

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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934 (Amendment No. 3)

United States Cellular Corporation  
(Name of Issuer)

Common Stock \$1.00 Par Value Per Share  
(Title of Class of Securities)

(CUSIP Number)

\_\_\_\_\_911684108\_\_\_\_\_

Peter D. Goldstein  
GAMCO Investors, Inc.  
One Corporate Center  
Rye, New York 10580-1435  
(914) 921-7732

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

\_\_\_\_\_September 24, 2008\_\_\_\_\_

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box .

CUSIP No. 911684108

1 Names of reporting persons  
 I.R.S. identification nos. of above persons (entities only)  
 Gabelli Funds, LLC I.D. No. 13-4044523

2 Check the appropriate box if a member of a group (SEE INSTRUCTIONS) (a)

(b)

3 Sec use only

4 Source of funds (SEE INSTRUCTIONS)  
 00-Funds of investment advisory clients

5 Check box if disclosure of legal proceedings is required pursuant to items 2 (d) or 2 (e)

6 Citizenship or place of organization  
 New York

|              |     |                          |
|--------------|-----|--------------------------|
| Number Of    | : 7 | Sole voting power        |
|              | :   |                          |
| Shares       | :   | 849,330 (Item 5)         |
|              | :   |                          |
| Beneficially | : 8 | Shared voting power      |
|              | :   |                          |
| Owned        | :   | None                     |
|              | :   |                          |
| By Each      | : 9 | Sole dispositive power   |
|              | :   |                          |
| Reporting    | :   | 849,330 (Item 5)         |
|              | :   |                          |
| Person       | :10 | Shared dispositive power |
|              | :   |                          |
| With         | :   | None                     |
|              | :   |                          |

11 Aggregate amount beneficially owned by each reporting person  
 849,330 (Item 5)

12 Check box if the aggregate amount in row (11) excludes certain shares (SEE INSTRUCTIONS)

13 Percent of class represented by amount in row (11)  
 1.56%

14 Type of reporting person (SEE INSTRUCTIONS)  
IA

2

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CUSIP No. 911684108

1 Names of reporting persons  
 I.R.S. identification nos. of above persons (entities only)  
 GAMCO Asset Management Inc.

I.D. No. 13-4044521

2 Check the appropriate box if a member of a group (SEE INSTRUCTIONS)

(a)

(b)

3 Sec use only

4 Source of funds (SEE INSTRUCTIONS)  
 00-Funds of investment advisory clients

5 Check box if disclosure of legal proceedings is required pursuant to items 2 (d) or 2 (e)

6 Citizenship or place of organization  
 New York

|              |     |                          |
|--------------|-----|--------------------------|
| Number Of    | : 7 | Sole voting power        |
|              | :   |                          |
| Shares       | :   | 2,491,899 (Item 5)       |
|              | :   |                          |
| Beneficially | : 8 | Shared voting power      |
|              | :   |                          |
| Owned        | :   | None                     |
|              | :   |                          |
| By Each      | : 9 | Sole dispositive power   |
|              | :   |                          |
| Reporting    | :   | 2,597,899 (Item 5)       |
|              | :   |                          |
| Person       | :10 | Shared dispositive power |
|              | :   |                          |
| With         | :   | None                     |
|              | :   |                          |

11 Aggregate amount beneficially owned by each reporting person

2,597,899 (Item 5)

12 Check box if the aggregate amount in row (11) excludes certain shares (SEE INSTRUCTIONS)

13 Percent of class represented by amount in row (11)

4.77%

14 Type of reporting person (SEE INSTRUCTIONS)

IA, CO

3

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CUSIP No. 911684108

1 Names of reporting persons  
 I.R.S. identification nos. of above persons (entities only)  
 MJG Associates, Inc. I.D. No. 06-1304269

2 Check the appropriate box if a member of a group (SEE INSTRUCTIONS) (a)

(b)

3 Sec use only

4 Source of funds (SEE INSTRUCTIONS)  
 00-Client Funds

5 Check box if disclosure of legal proceedings is required pursuant to items 2 (d) or 2 (e)

6 Citizenship or place of organization  
 Connecticut

|              |     |                          |
|--------------|-----|--------------------------|
| Number Of    | : 7 | Sole voting power        |
|              | :   |                          |
| Shares       | :   | 1,200 (Item 5)           |
|              | :   |                          |
| Beneficially | : 8 | Shared voting power      |
|              | :   |                          |
| Owned        | :   | None                     |
|              | :   |                          |
| By Each      | : 9 | Sole dispositive power   |
|              | :   |                          |
| Reporting    | :   | 1,200 (Item 5)           |
|              | :   |                          |
| Person       | :10 | Shared dispositive power |
|              | :   |                          |
| With         | :   | None                     |
|              | :   |                          |

11 Aggregate amount beneficially owned by each reporting person  
 1,200 (Item 5)

12 Check box if the aggregate amount in row (11) excludes certain shares (SEE INSTRUCTIONS)

13 Percent of class represented by amount in row (11)  
 0.00%

14 Type of reporting person (SEE INSTRUCTIONS)  
CO

4

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CUSIP No. 911684108

1 Names of reporting persons  
 I.R.S. identification nos. of above persons (entities only)  
 Gabelli Foundation, Inc. I.D. No. 94-2975159

2 Check the appropriate box if a member of a group (SEE INSTRUCTIONS) (a)

(b)

3 Sec use only

4 Source of funds (SEE INSTRUCTIONS)  
 WC

5 Check box if disclosure of legal proceedings is required pursuant to items 2 (d) or 2 (e)

6 Citizenship or place of organization  
 NV

|              |     |                          |
|--------------|-----|--------------------------|
| Number Of    | : 7 | Sole voting power        |
|              | :   |                          |
| Shares       | :   | 2,000 (Item 5)           |
|              | :   |                          |
| Beneficially | : 8 | Shared voting power      |
|              | :   |                          |
| Owned        | :   | None                     |
|              | :   |                          |
| By Each      | : 9 | Sole dispositive power   |
|              | :   |                          |
| Reporting    | :   | 2,000 (Item 5)           |
|              | :   |                          |
| Person       | :10 | Shared dispositive power |
|              | :   |                          |
| With         | :   | None                     |
|              | :   |                          |

11 Aggregate amount beneficially owned by each reporting person  
 2,000 (Item 5)

12 Check box if the aggregate amount in row (11) excludes certain shares (SEE INSTRUCTIONS)

13 Percent of class represented by amount in row (11)

0.00%

14 Type of reporting person (SEE INSTRUCTIONS)

00-Private Foundation

CUSIP No. 911684108

1 Names of reporting persons  
 I.R.S. identification nos. of above persons (entities only)  
 Gabelli Securities, Inc. I.D. No. 13-3379374

2 Check the appropriate box if a member of a group (SEE INSTRUCTIONS) (a)

(b)

3 Sec use only

4 Source of funds (SEE INSTRUCTIONS)  
 00-Client Funds

5 Check box if disclosure of legal proceedings is required pursuant to items 2 (d) or 2 (e)

6 Citizenship or place of organization  
 Delaware

|              |     |                          |
|--------------|-----|--------------------------|
| Number Of    | : 7 | Sole voting power        |
|              | :   |                          |
| Shares       | :   | 12,000 (Item 5)          |
|              | :   |                          |
| Beneficially | : 8 | Shared voting power      |
|              | :   |                          |
| Owned        | :   | None                     |
|              | :   |                          |
| By Each      | : 9 | Sole dispositive power   |
|              | :   |                          |
| Reporting    | :   | 12,000 (Item 5)          |
|              | :   |                          |
| Person       | :10 | Shared dispositive power |
|              | :   |                          |
| With         | :   | None                     |
|              | :   |                          |

11 Aggregate amount beneficially owned by each reporting person  
 12,000 (Item 5)

12 Check box if the aggregate amount in row (11) excludes certain shares (SEE INSTRUCTIONS)

13 Percent of class represented by amount in row (11)  
 0.02%

14 Type of reporting person (SEE INSTRUCTIONS)

HC, CO

6

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CUSIP No. 911684108

1 Names of reporting persons  
I.R.S. identification nos. of above persons (entities only)  
GGCP, Inc.

I.D. No. 13-3056041

2 Check the appropriate box if a member of a group (SEE INSTRUCTIONS)

(a)

(b)

3 Sec use only

4 Source of funds (SEE INSTRUCTIONS)  
None

5 Check box if disclosure of legal proceedings is required pursuant to items 2 (d) or 2 (e)

6 Citizenship or place of organization  
New York

|              |     |                          |
|--------------|-----|--------------------------|
| Number Of    | : 7 | Sole voting power        |
|              | :   |                          |
| Shares       | :   | None                     |
|              | :   |                          |
| Beneficially | : 8 | Shared voting power      |
|              | :   |                          |
| Owned        | :   | None                     |
|              | :   |                          |
| By Each      | : 9 | Sole dispositive power   |
|              | :   |                          |
| Reporting    | :   | None                     |
|              | :   |                          |
| Person       | :10 | Shared dispositive power |
|              | :   |                          |
| With         | :   | None                     |
|              | :   |                          |

11 Aggregate amount beneficially owned by each reporting person

None

12 Check box if the aggregate amount in row (11) excludes certain shares (SEE INSTRUCTIONS) X

13 Percent of class represented by amount in row (11)

0.00%

14 Type of reporting person (SEE INSTRUCTIONS)

HC, CO

7

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CUSIP No. 911684108

1 Names of reporting persons  
 I.R.S. identification nos. of above persons (entities only)  
 GAMCO Investors,  
 Inc.

I.D. No. 13-4007862

2 Check the appropriate box if a member of a group (SEE INSTRUCTIONS)

(a)

(b)

3 Sec use only

4 Source of funds (SEE INSTRUCTIONS)  
 None

5 Check box if disclosure of legal proceedings is required pursuant to items 2 (d) or 2 (e)

6 Citizenship or place of organization  
 New York

|              |     |                          |
|--------------|-----|--------------------------|
| Number Of    | : 7 | Sole voting power        |
|              | :   |                          |
| Shares       | :   | None                     |
|              | :   |                          |
| Beneficially | : 8 | Shared voting power      |
|              | :   |                          |
| Owned        | :   | None                     |
|              | :   |                          |
| By Each      | : 9 | Sole dispositive power   |
|              | :   |                          |
| Reporting    | :   | None                     |
|              | :   |                          |
| Person       | :10 | Shared dispositive power |
|              | :   |                          |
| With         | :   | None                     |
|              | :   |                          |

11 Aggregate amount beneficially owned by each reporting person

None

12 Check box if the aggregate amount in row (11) excludes certain shares (SEE INSTRUCTIONS) X

13 Percent of class represented by amount in row (11)

0.00%

14 Type of reporting person (SEE INSTRUCTIONS)  
HC, CO

8

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CUSIP No. 911684108

1 Names of reporting persons  
I.R.S. identification nos. of above persons (entities only)  
Mario J. Gabelli

2 Check the appropriate box if a member of a group (SEE INSTRUCTIONS)

(a)

(b)

3 Sec use only

4 Source of funds (SEE INSTRUCTIONS)  
None

5 Check box if disclosure of legal proceedings is required pursuant to items 2 (d) or 2 (e)

6 Citizenship or place of organization  
USA

|              |     |                          |
|--------------|-----|--------------------------|
| Number Of    | : 7 | Sole voting power        |
|              | :   |                          |
| Shares       | :   | None                     |
|              | :   |                          |
| Beneficially | : 8 | Shared voting power      |
|              | :   |                          |
| Owned        | :   | None                     |
|              | :   |                          |
| By Each      | : 9 | Sole dispositive power   |
|              | :   |                          |
| Reporting    | :   | None                     |
|              | :   |                          |
| Person       | :10 | Shared dispositive power |
|              | :   |                          |
| With         | :   | None                     |
|              | :   |                          |

11 Aggregate amount beneficially owned by each reporting person

None

12 Check box if the aggregate amount in row (11) excludes certain shares (SEE INSTRUCTIONS) X

13 Percent of class represented by amount in row (11)

0.00%

14 Type of reporting person (SEE INSTRUCTIONS)

IN

9

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Item 1. Security and Issuer

This Amendment No. 3 to Schedule 13D on the Common Stock of United States Cellular Corporation (the “Issuer”) is being filed on behalf of the undersigned to amend the Schedule 13D, as amended (the “Schedule 13D”) which was originally filed on October 13, 2003. Unless otherwise indicated, all capitalized terms used herein but not defined herein shall have the same meanings as set forth in the Schedule 13D.

Item 2. Identity and Background

This statement is being filed by Mario J. Gabelli (“Mario Gabelli”) and various entities which he directly or indirectly controls or for which he acts as chief investment officer. These entities, except for LICT Corporation (“LICT”), engage in various aspects of the securities business, primarily as investment adviser to various institutional and individual clients, including registered investment companies and pension plans, and as general partner of various private investment partnerships. Certain of these entities may also make investments for their own accounts.

The foregoing persons in the aggregate often own beneficially more than 5% of a class of a particular issuer. Although several of the foregoing persons are treated as institutional investors for purposes of reporting their beneficial ownership on the short-form Schedule 13G, the holdings of those who do not qualify as institutional investors may exceed the 1% threshold presented for filing on Schedule 13G or implementation of their investment philosophy may from time to time require action which could be viewed as not completely passive. In order to avoid any question as to whether their beneficial ownership is being reported on the proper form and in order to provide greater investment flexibility and administrative uniformity, these persons have decided to file their beneficial ownership reports on the more detailed Schedule 13D form rather than on the short-form Schedule 13G and thereby to provide more expansive disclosure than may be necessary.

(a), (b) and (c) - This statement is being filed by one or more of the following persons: GGCP, Inc. (“GGCP”), GAMCO Investors, Inc. (“GBL”), Gabelli Funds, LLC (“Gabelli Funds”), GAMCO Asset Management Inc. (“GAMCO”), Teton Advisors, Inc. (“Teton Advisors”), Gabelli Securities, Inc. (“GSI”), Gabelli & Company, Inc. (“Gabelli & Company”), MJG Associates, Inc. (“MJG Associates”), Gabelli Foundation, Inc. (“Foundation”), Mario Gabelli, and LICT. Those of the foregoing persons signing this Schedule 13D are hereafter referred to as the “Reporting Persons”.

GGCP makes investments for its own account and is the parent company of GBL. GBL, a public company listed on the New York Stock Exchange, is the parent company for a variety of companies engaged in the securities business, including those named below.

GAMCO, a wholly-owned subsidiary of GBL, is an investment adviser registered under the Investment Advisers Act of 1940, as amended (“Advisers Act”). GAMCO is an investment manager providing discretionary managed account services for employee benefit plans, private investors, endowments, foundations and others.

GSI, a majority-owned subsidiary of GBL, is an investment adviser registered under the Advisers Act and serves as a general partner or investment manager to limited partnerships and offshore investment companies. As a part of its business, GSI may purchase or sell securities for its own account. It is the immediate parent of Gabelli & Company. GSI is the general partner or investment manager of a number of funds or partnerships, including Gabelli Associates Fund, Gabelli Associates Fund II, Gabelli Associates Limited, ALCE Partners, L.P., and Gabelli Multimedia Partners, L.P. GSI and Marc Gabelli own 45% and 55%, respectively, of Gabelli Securities International Limited (“GSIL”).

GSIL provides investment advisory services to offshore funds and accounts. GSIL is an investment advisor of Gabelli International Gold Fund Limited, Gabelli European Partners, Ltd., and Gabelli Global Partners, Ltd. Gabelli & Company, a wholly-owned subsidiary of GSI, is a broker-dealer registered under the Securities Exchange Act of 1934, as amended (“1934 Act”), which as a part of its business regularly purchases and sells securities for its own account.

Gabelli Funds, a wholly owned subsidiary of GBL, is a limited liability company. Gabelli Funds is an investment adviser registered under the Advisers Act which presently provides discretionary managed account services for The Gabelli Equity Trust Inc., The Gabelli Asset Fund, The GAMCO Growth Fund, The Gabelli Convertible and Income Securities Fund Inc., The Gabelli Value Fund Inc., The Gabelli Small Cap Growth Fund, The Gabelli Equity Income Fund, The Gabelli ABC Fund, The GAMCO Global Telecommunications Fund, GAMCO Gold Fund, Inc., The Gabelli Global Multimedia Trust Inc., The GAMCO Global Convertible Securities Fund, Gabelli Capital Asset Fund,

GAMCO International Growth Fund, Inc., The GAMCO Global Growth Fund, The Gabelli Utility Trust, The GAMCO Global Opportunity Fund, The Gabelli Utilities Fund, The Gabelli Blue Chip Value Fund, The GAMCO Mathers Fund, The Gabelli Woodland Small Cap Value Fund, The Comstock Capital Value Fund, The Comstock Strategy Fund, The Gabelli Dividend and Income Trust, The Gabelli Global Utility & Income Trust, The Gabelli Global Gold, Natural Resources, & Income Trust, The Gabelli Global Deal Fund, Enterprise Mergers and Acquisitions Fund, The Gabelli SRI Fund, Inc. and The Gabelli Healthcare & Wellness Rx Trust (collectively, the "Funds"), which are registered investment companies.

Teton Advisors, a subsidiary of GBL, is an investment adviser which provides discretionary advisory services to The GAMCO Westwood Mighty Mitessm Fund, The GAMCO Westwood Income Fund and The GAMCO Westwood Small Cap Fund.

MJG Associates provides advisory services to private investment partnerships and offshore funds. Mario Gabelli is the sole shareholder, director and employee of MJG Associates. MJG Associates is the Investment Manager of Gabelli International Limited, Gabelli International II Limited and Gabelli Fund, LDC. Mario J. Gabelli is the general partner of Gabelli Performance Partnership, LP.

The Foundation is a private foundation. Mario Gabelli is the Chairman, a Trustee and the Investment Manager of the Foundation. Elisa Gabelli Wilson is the President of the Foundation.

LICT is a holding company with operating subsidiaries engaged primarily in the rural telephone industry. LICT actively pursues new business ventures and acquisitions. LICT makes investments in marketable securities to preserve capital and maintain liquidity for financing their business activities and acquisitions and are not engaged in the business of investing, reinvesting, or trading in securities. Mario J. Gabelli is a director, and substantial shareholder of LICT.

Mario Gabelli is the majority stockholder and Chief Executive Officer of GGCP and Chairman and Chief Executive Officer of GBL. GGCP is the majority shareholder of GBL. GBL, in turn, is the sole stockholder of GAMCO. GBL is also the majority stockholder of GSI and the largest shareholder of Teton Advisors. Gabelli & Company is a wholly-owned subsidiary of GSI.

The Reporting Persons do not admit that they constitute a group.

GBL, GAMCO, and Gabelli & Company are New York corporations and GSI and Teton Advisors are Delaware corporations, each having its principal business office at One Corporate Center, Rye, New York 10580. GGCP is a New York corporation having its principal business office at 140 Greenwich Avenue, Greenwich, CT 06830. Gabelli Funds is a New York limited liability company having its principal business office at One Corporate Center, Rye, New York 10580. MJG Associates is a Connecticut corporation having its principal business office at 140 Greenwich Avenue, Greenwich, CT 06830. The Foundation is a Nevada corporation having its principal offices at 165 West Liberty Street, Reno, Nevada 89501. LICT is a Delaware corporation having its principal place of business at 401 Theodore Fremd Avenue, Rye, New York 10580.

For information required by instruction C to Schedule 13D with respect to the executive officers and directors of the foregoing entities and other related persons (collectively, "Covered Persons"), reference is made to Schedule I annexed hereto and incorporated herein by reference.

(f) - Reference is made to Schedule I hereto.

Item 3. Source and Amount of Funds or Other Consideration

Item 3 to Schedule 13D is amended, in pertinent part, as follows:

The Reporting Persons used an aggregate of approximately \$14,263,867 to purchase the additional Securities reported as beneficially owned in Item 5 since the most recent filing on Schedule 13D. GAMCO and Gabelli Funds used approximately \$12,104,472 and \$1,753,453, respectively, of funds that were provided through the accounts of certain of their investment advisory clients (and, in the case of some of such accounts at GAMCO, may be through borrowings from client margin accounts) in order to purchase the additional Securities for such clients. GSI used approximately \$394,272 of client funds to purchase the additional Securities reported by it. MJG Associates used approximately \$11,670 of client funds to purchase the additional Securities reported by it.

Item 4. Purpose of Transaction

Item 4 to Schedule 13D is amended, in pertinent part, as follows:

GAMCO is considering contacting individuals concerning their interest and their qualification to serve on the Board of Directors of certain public companies, including the Issuer. This inquiry is likely to result in feedback to the Issuer, as well as further dialog on issues such as use of cash flow, and corporate governance, such as poison pills.

Therefore, GAMCO may submit recommendations for one or more individuals as nominee for director to the nominating committee of the Board of Directors for election at the Issuer's annual meeting. If one or more of these individuals becomes a nominee for election as a director, GAMCO plans to cast votes for the election of such individual or individuals with the shares over which it has voting authority.

Item 5. Interest In Securities Of The Issuer

Item 5 to Schedule 13D is amended, in pertinent part, as follows:

(a) The aggregate number of Securities to which this Schedule 13D relates is 3,462,429 shares, representing 6.36% of the 54,472,294 shares outstanding as reported in the Issuer's most recent Form 10-Q for the quarterly period ended June 30, 2008. The Reporting Persons beneficially own those Securities as follows:

| Name               | Shares of Common Stock | % of Class of Common |
|--------------------|------------------------|----------------------|
| Gabelli Funds      | 849,330                | 1.56%                |
| GAMCO              | 2,597,899              | 4.77%                |
| MJG Associates     | 1,200                  | 0.00%                |
| Gabelli Foundation | 2,000                  | 0.00%                |
| GSI                | 12,000                 | 0.02%                |

Mario Gabelli is deemed to have beneficial ownership of the Securities owned beneficially by each of the foregoing persons. GSI is deemed to have beneficial ownership of the Securities owned beneficially by Gabelli & Company. GBL and Gabelli Partners are deemed to have beneficial ownership of the Securities owned beneficially by each of the foregoing persons other than Mario Gabelli and the Foundation.

(b) Each of the Reporting Persons and Covered Persons has the sole power to vote or direct the vote and sole power to dispose or to direct the disposition of the Securities reported for it, either for its own benefit or for the benefit of its investment clients or its partners, as the case may be, except that (i) GAMCO does not have the authority to vote 106,000 of the reported shares, (ii) Gabelli Funds has sole dispositive and voting power with respect to the shares of the Issuer held by the Funds so long as the aggregate voting interest of all joint filers does not exceed 25% of their total voting interest in the Issuer and, in that event, the Proxy Voting Committee of each Fund shall respectively vote that Fund's shares, (iii) at any time, the Proxy Voting Committee of each such Fund may take and exercise in its sole discretion the entire voting power with respect to the shares held by such fund under special circumstances such as regulatory considerations, and (iv) the power of Mario Gabelli, GBL, and Gabelli Partners is indirect with respect to Securities beneficially owned directly by other Reporting Persons.

(c) Information with respect to all transactions in the Securities which were effected during the past sixty days or since the most recent filing on Schedule 13D, whichever is less, by each of the Reporting Persons and Covered Persons is set forth on Schedule II annexed hereto and incorporated herein by reference.

(e) Not applicable.

Signature

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: September 25, 2008

MARIO J. GABELLI  
GABELLI FOUNDATION  
GGCP, INC.

TETON ADVISORS, INC.  
MJG ASSOCIATES, INC.

GABELLI SECURITIES, INC.  
GABELLI FUNDS, LLC  
GAMCO ASSET MANAGEMENT INC  
GAMCO INVESTORS, INC.

By:/s/ Douglas R. Jamieson  
Douglas R. Jamieson  
Attorney-in-Fact for Mario J. Gabelli, Gabelli Foundation,  
& MJG Associates, Inc.  
President, Gabelli Securities, Inc.  
Director – GGCP, Inc.  
Director – Teton Advisors, Inc.

President & Chief Operating Officer of the sole member of

Gabelli Funds, LLC.

President – GAMCO Asset Management Inc.

President & Chief Operating Officer – GAMCO Investors,

Inc.



Schedule I

Information with Respect to

Executive

Officers and Directors of the Undersigned

Schedule I to Schedule 13D is amended, in pertinent part, as follows:

The following sets forth as to each of the executive officers and directors of the undersigned: his name; his business address; his present principal occupation or employment and the name, principal business and address of any corporation or other organization in which such employment is conducted. Unless otherwise specified, the principal employer of each such individual is GAMCO Asset Management, Inc., Gabelli Funds, LLC, Gabelli Securities, Inc., Gabelli & Company, Inc., Teton Advisors, Inc., or GAMCO Investors, Inc., the business address of each of which is One Corporate Center, Rye, New York 10580, and each such individual identified below is a citizen of the United States. To the knowledge of the undersigned, during the last five years, no such person has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors), and no such person was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which he was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities law or finding any violation with respect to such laws except as reported in Item 2(d) of this Schedule 13D.



GGCP, Inc.

Directors:

|                        |  |
|------------------------|--|
| Vincent J. Amabile     | Business Consultant  |
| Mario J. Gabelli       | Chief Executive Officer of GGCP, Inc., and Chairman & Chief Executive Officer of GAMCO Investors, Inc.; Director/Trustee of all registered investment companies advised by Gabelli Funds, LLC; Chairman of LICT Corporation. |
| Marc J. Gabelli        | Chairman of The LGL Group, Inc.  |
| Matthew R. Gabelli     | Vice President – Trading<br>Gabelli & Company, Inc.<br>One Corporate Center<br>Rye, New York 10580   |
| Charles C. Baum        | Secretary & Treasurer<br>United Holdings Co., Inc.<br>2545 Wilkens Avenue<br>Baltimore, MD 21223   |
| Douglas R. Jamieson    | See below  |
| Joseph R. Rindler, Jr. | Account Executive for GAMCO Asset Management Inc.  |
| Fredric V. Salerno     | Chairman; Former Vice Chairman and Chief Financial Officer<br>Verizon Communications   |
| Vincent Capurso        | Vice President Taxes, Barnes & Noble, Inc.   |
| Vincent S. Tese        | Former Director GAMCO Investors, Inc.  |
| Michael Gabelli        | Director   |

Officers:

|                   |  |
|-------------------|--|
| Mario J. Gabelli  | Chief Executive Officer and Chief Investment Officer |
| Michael G. Chieco | Chief Financial Officer, Secretary                   |

GAMCO Investors, Inc.

Directors:

|                     |   |
|---------------------|---|
| Edwin L. Artzt      | Former Chairman and Chief Executive Officer<br>Procter & Gamble Company<br>900 Adams Crossing<br>Cincinnati, OH 45202 |
| Raymond C. Avansino | Chairman & Chief Executive Officer  |

E.L. Wiegand Foundation  
Reno, NV 89501

Richard L. Bready      Chairman and Chief Executive Officer  
Nortek, Inc.  
50 Kennedy Plaza  
Providence, RI 02903

Mario J. Gabelli      See above

John D. Gabelli      Senior Vice President

Eugene R. McGrath      Former Chairman and Chief Executive Officer  
Consolidated Edison, Inc.

Robert S. Prather      President & Chief Operating Officer  
Gray Television, Inc.  
4370 Peachtree Road, NE  
Atlanta, GA 30319

Officers:

Mario J. Gabelli      Chairman and Chief Executive Officer

Douglas R. Jamieson      President and Chief Operating Officer

Henry G. Van der Eb      Senior Vice President

Jeffrey M. Farber      Executive Vice President and Chief Financial Officer

Christopher Michailoff      Acting Secretary

GAMCO Asset Management Inc.

Directors:

Douglas R. Jamieson

Regina M. Pitaro

William S. Selby

Officers:

Mario J. Gabelli      Chief Investment Officer – Value Portfolios

Douglas R. Jamieson      President

John Piontkowski      Chief Operating Officer & Chief Financial Officer

Christopher J. Michailoff General Counsel and Secretary

Gabelli Funds, LLC

Officers:

|                  |   |
|------------------|---|
| Mario J. Gabelli | Chief Investment Officer – Value Portfolios           |
| Bruce N. Alpert  | Executive Vice President and Chief Operating Officer  |
| Agnes Mullady    | Vice President and President Closed-End Fund Division |

Teton Advisors, Inc.  
Directors:

|                     |           |
|---------------------|-----------|
| Bruce N. Alpert     | See above |
| Douglas R. Jamieson | See above |

Officers:

|                       |                                       |
|-----------------------|---------------------------------------|
| Bruce N. Alpert       | Chairman                              |
| Nicholas F. Galluccio | Chief Executive Officer and President |

Gabelli Securities, Inc.

Directors:

|                   |   |
|-------------------|---|
| Robert W. Blake   | President of W. R. Blake & Sons, Inc.<br>196-20 Northern Boulevard<br>Flushing, NY 11358    |
| Douglas G. DeVivo | General Partner of ALCE Partners, L.P.<br>One First Street, Suite 16<br>Los Altos, CA 94022 |

|                     |           |
|---------------------|-----------|
| Douglas R. Jamieson | President |
|---------------------|-----------|

Officers:

|                           |                         |
|---------------------------|-------------------------|
| Douglas R. Jamieson       | See above               |
| Christopher J. Michailoff | Secretary               |
| Kieran Caterina           | Chief Financial Officer |

Gabelli & Company, Inc.  
Directors:

|                       |                              |
|-----------------------|------------------------------|
| James G. Webster, III | Chairman & Interim President |
|-----------------------|------------------------------|

Irene Smolicz Senior Trader  
Gabelli & Company, Inc.

Officers:

James G. Webster, III See Above

Bruce N. Alpert Vice President - Mutual Funds

LICT Corporation  
401 Theodore Fremd Avenue Rye, NY 10580

Directors:

Mario J. Gabelli See above - GGCP, Inc.

Glenn J. Angiolillo P.O. Box 128  
New Canaan, CT 06840

Alfred W. Fiore The Ross Companies  
1270 Avenue of the Americas  
New York, NY 10020-1703

Salvatore Muoio Principal  
S. Muoio & Co., LLC  
Suite 406  
509 Madison Ave.  
New York, NY 10022

Gary L. Sugarman Chief Executive Officer  
Richfield Associates  
400 Andrews Street  
Rochester, NY 14604

Officers:

Mario J. Gabelli Chairman

Robert E. Dolan Interim President and Chief Executive Officer,  
Chief Financial Officer

Thomas J. Hearity General Counsel



SCHEDULE II  
 INFORMATION WITH RESPECT TO  
 TRANSACTIONS EFFECTED DURING THE PAST SIXTY DAYS OR  
 SINCE THE MOST RECENT FILING ON SCHEDULE 13D (1)

| DATE | SHARES PURCHASED<br>SOLD(-) | AVERAGE<br>PRICE(2) |
|------|-----------------------------|---------------------|
|------|-----------------------------|---------------------|

COMMON STOCK-UNITED STATES CELLULAR  
CORP

GABELLI SECURITIES, INC.

|         |       |         |
|---------|-------|---------|
| 9/18/08 | 1,500 | 44.7640 |
| 9/04/08 | 1,000 | 50.9500 |
| 8/21/08 | 4,000 | 54.0987 |
| 8/12/08 | 500   | 59.1600 |

MJG ASSOCIATES,  
INC.

GABELLI INTERNATIONAL II LIMITED

|         |     |         |
|---------|-----|---------|
| 7/28/08 | 200 | 58.3500 |
|---------|-----|---------|

GAMCO ASSET MANAGEMENT INC.

|         |       |         |
|---------|-------|---------|
| 9/24/08 | 1,100 | 45.3255 |
| 9/24/08 | 200   | 45.3600 |
| 9/23/08 | 2,400 | 47.2546 |
| 9/23/08 | 9,000 | 46.9917 |
| 9/23/08 | 1,000 | 47.3594 |
| 9/23/08 | 5,000 | 46.7802 |
| 9/23/08 | 400   | 46.4600 |
| 9/22/08 | 800-  | 50.0000 |
| 9/22/08 | 400   | 49.4099 |
| 9/22/08 | 500   | 47.9000 |
| 9/22/08 | 500   | 49.2500 |
| 9/22/08 | 2,700 | 48.5848 |
| 9/22/08 | 200   | 48.9700 |
| 9/22/08 | 200   | 49.7500 |
| 9/19/08 | 700   | 47.5000 |
| 9/19/08 | 500   | 49.7420 |
| 9/19/08 | 500   | 49.5000 |
| 9/19/08 | 500-  | 48.4080 |
| 9/19/08 | 5,000 | 49.5084 |
| 9/19/08 | 400   | 49.5400 |
| 9/19/08 | 500   | 49.6420 |
| 9/19/08 | 300   | 49.6500 |
| 9/18/08 | 2,500 | 46.3076 |
| 9/18/08 | 400   | 46.2925 |
| 9/18/08 | 1,000 | 43.9400 |
| 9/18/08 | 100-  | 45.1800 |
| 9/18/08 | 400-  | 46.2700 |
| 9/18/08 | 4,000 | 46.4765 |
| 9/17/08 | 700-  | 46.5714 |

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|         |         |        |         |
|---------|---------|--------|---------|
|         | 9/16/08 | 1,400  | 45.4143 |
|         | 9/16/08 | 300    | 45.6267 |
|         | 9/16/08 | 1,600  | 45.3275 |
|         | 9/16/08 | 200    |         |
| 45.6300 |         |        |         |
|         | 9/16/08 | 1,800  | 45.7444 |
|         | 9/15/08 | 600    | 47.8467 |
|         | 9/15/08 | 1,000  | 47.7700 |
|         | 9/12/08 | 200    | 47.9500 |
|         | 9/11/08 | 100-   | 48.0500 |
|         | 9/11/08 | 400    |         |
| 48.3400 |         |        |         |
|         | 9/10/08 | 300    | 49.6533 |
|         | 9/09/08 | 800    | 50.5488 |
|         | 9/09/08 | 1,200- | *DO     |
|         | 9/08/08 | 200    | 50.6000 |
|         | 9/05/08 | 600    | 50.1867 |
|         | 9/05/08 | 300-   | 50.2133 |
|         | 9/05/08 | 200    | 50.2000 |
|         | 9/05/08 | 3,300  | 50.2006 |
|         | 9/05/08 | 400    | 50.1800 |
|         | 9/05/08 | 400    | 50.1142 |
|         | 9/04/08 | 11,100 | 50.7062 |
|         | 9/04/08 | 500    | 50.2700 |
|         | 9/04/08 | 100-   | 50.9300 |
|         | 9/04/08 | 400    | 50.3000 |
|         | 9/03/08 | 100-   | 52.3300 |
|         | 9/03/08 | 200    | 52.6000 |
|         | 9/03/08 | 18,100 | 52.1672 |
|         | 9/03/08 | 300    | 51.7973 |
|         | 9/03/08 | 400    | 52.6080 |
|         | 9/03/08 | 300    | 52.3300 |
|         | 9/03/08 | 100    | 51.4656 |
|         | 9/02/08 | 1,000  | 52.2340 |
|         | 9/02/08 | 18,800 | 52.1257 |
|         | 8/29/08 | 300    | 51.7600 |
|         | 8/29/08 | 300    | 51.9067 |
|         | 8/29/08 | 1,200  | 51.8900 |
|         | 8/29/08 | 1,000  | 51.8500 |
|         | 8/29/08 | 200    | 51.6356 |
|         | 8/29/08 | 200    | 51.9300 |
|         | 8/29/08 | 200    | 51.9200 |
|         | 8/29/08 | 1,000  | 51.8990 |
|         | 8/29/08 | 31,900 | 51.9023 |
|         | 8/28/08 | 3,000  | 51.4000 |
|         | 8/28/08 | 1,000  | 51.2400 |
|         | 8/28/08 | 15,200 | 51.4095 |
|         | 8/28/08 | 1,000  | 51.2500 |
|         | 8/28/08 | 800-   | 51.3000 |
|         | 8/27/08 | 500-   | 51.1680 |
|         | 8/27/08 | 1,000  | 51.1800 |

|                                       |        |         |
|---------------------------------------|--------|---------|
| 8/27/08                               | 1,000  | 50.8040 |
| 8/26/08                               | 2,000  | 51.1100 |
| 8/25/08                               | 1,300- | 52.0031 |
| 8/25/08                               | 800    | 52.9250 |
| 8/25/08                               | 400    | 52.8800 |
| 8/22/08                               | 200    | 53.4900 |
| 8/22/08                               | 1,000  | 53.5070 |
| 8/19/08                               | 400    | 54.6100 |
| 8/19/08                               | 6,100  | 53.8822 |
| 8/19/08                               | 700    | 53.7500 |
| 8/18/08                               | 200    | 56.3500 |
| 8/15/08                               | 400    | 56.5100 |
| 8/14/08                               | 2,000  | 56.7027 |
| 8/14/08                               | 450-   | *DO     |
| 8/11/08                               | 200    | 58.6800 |
| 8/08/08                               | 500    | 59.6500 |
| 8/08/08                               | 1,500  | 59.7760 |
| 8/01/08                               | 100-   | 59.8800 |
| 8/01/08                               | 200    | 59.5800 |
| 8/01/08                               | 200    | 59.8800 |
| 8/01/08                               | 200    | 59.7450 |
| 8/01/08                               | 100    | 59.8800 |
| 8/01/08                               | 100-   | 59.8800 |
| 8/01/08                               | 3,950  | 60.6385 |
| 8/01/08                               | 200    | 60.2715 |
| 8/01/08                               | 400    | 59.8800 |
| 7/31/08                               | 200    | 60.2300 |
| 7/30/08                               | 500-   | 60.0000 |
| 7/30/08                               | 600    | 59.6500 |
| 7/29/08                               | 100-   | 59.6650 |
| 7/28/08                               | 200    | 58.3500 |
| GABELLI FUNDS, LLC.                   |        |         |
| THE GABELLI SRI FUND INC.             |        |         |
| 9/10/08                               | 200    | 50.0760 |
| 8/19/08                               | 200    | 54.0700 |
| GABELLI GLOBAL UTILITY & INCOME TRUST |        |         |
| 9/15/08                               | 300    | 48.0000 |

(1) UNLESS OTHERWISE INDICATED, ALL TRANSACTIONS WERE EFFECTED ON THE NYSE.

(2) PRICE EXCLUDES COMMISSION.

(\*) RESULTS IN CHANGE OF DISPOSITIVE POWER AND BENEFICIAL OWNERSHIP.



