

Perez Edward
Form 5
February 07, 2018

FORM 5

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

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

OMB APPROVAL

OMB
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1. Name and Address of Reporting Person *
Perez Edward

(Last) (First) (Middle)

8410 W. BRYN MAWR

(Street)

CHICAGO, IL 60631

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

UNITED STATES CELLULAR
CORP [USM]

3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2017

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Senior Vice President - Sales

6. Individual or Joint/Group Reporting

(check applicable line)

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

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 Indirect Beneficial Ownership (Instr. 4)
Common Shares	Â	Â	Â	Â Â Â Â	9,689	D	Â
Common Shares	Â	Â	Â	Â Â Â Â	118 ⁽¹⁾	I	By 401(k) Plan

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

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contained in this form are not required to respond unless
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SEC 2270
(9-02)

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

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)	
					(A) (D)	Date Exercisable	Expiration Date		Title	Amount or Number of Shares
Option (Right to Buy)	\$ 49.05	Â	Â	Â	Â Â Â (2)		04/01/2018		Common Shares	4,838
Option (Right to Buy)	\$ 29.25	Â	Â	Â	Â Â Â (2)		04/01/2019		Common Shares	4,488
Option (Right to Buy)	\$ 36.21	Â	Â	Â	Â Â Â (2)		04/01/2020		Common Shares	9,443
Option (Right to Buy)	\$ 44.59	Â	Â	Â	Â Â Â (2)		04/01/2021		Common Shares	8,132
Option (Right to Buy)	\$ 34.94	Â	Â	Â	Â Â Â (2)		04/02/2022		Common Shares	7,257
Option (Right to Buy)	\$ 31.17	Â	Â	Â	Â Â Â (2)		04/01/2023		Common Shares	9,880
Option (Right to Buy)	\$ 41.22	Â	Â	Â	Â Â Â (2)		04/01/2024		Common Shares	15,675
Option (Right to Buy)	\$ 36.42	Â	Â	Â	Â Â Â (2)		04/01/2025		Common Shares	28,375
Option (Right to Buy)	\$ 45.87	Â	Â	Â	Â Â Â (2)		04/01/2026		Common Shares	20,975
Restricted Stock Units	Â	Â	Â	Â	Â Â Â (3)		04/01/2018		Common Shares	7,238
	Â	Â	Â	Â	Â Â Â (3)		04/01/2019			7,489

Restricted Stock Units										Common Shares	
Restricted Stock Units	Â	Â	Â	Â	Â	Â	Â	Â (3)	04/03/2020	Common Shares	7,810
Performance Share Units	Â	Â	Â	Â	Â	Â	Â	Â (4)	Â (4)	Common Shares	3,905

Reporting Owners

Reporting Owner Name / Address	Relationships				Other
	Director	10% Owner	Officer		
Perez Edward 8410 W. BRYN MAWR CHICAGO, IL 60631	Â	Â	Â	Senior Vice President - Sales	Â

Signatures

Julie D. Mathews, by power
of atty 02/07/2018

__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) Voluntary reporting of USM shares in the USM 401K. The information is based on a plan statement dated 12/31/17. The number of shares fluctuates and is attributable to the price of the shares on 12/31/17.
- (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.

- On April 3, 2017, the reporting person was granted an award based on the achievement of certain performance measures, except that such award provides that in no event shall the number of shares subject to the award be less than 50% of the target opportunity as of the grant date. Accordingly, the reporting person is reporting a stock award of 50% of the target opportunity as of the grant date. To the extent that the actual amount is determined to be greater than 50% of the target opportunity based on the final determination of the performance measures, the reporting person will file a Form 4 at such time to report the additional award above 50% of the target opportunity.

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.