

TELEPHONE & DATA SYSTEMS INC /DE/
Form 8-K
March 19, 2012

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 15, 2012**

TELEPHONE AND DATA SYSTEMS, INC.

(Exact name of registrant as specified in their charter)

| | | |
|---------------------------------|------------------|-------------------|
| Delaware | 001-14157 | 36-2669023 |
| (State or other | (Commission | (I.R.S. |
| jurisdiction | File | Employer |
| jurisdiction | Number) | Identification |
| | | No.) |
| of | | |
| incorporation) | | |
| | | 60602 |
| 30 North LaSalle Street, | | |
| Suite 4000, Chicago, | | |
| Illinois | | |
| | | (Zip Code) |

(Address of principal
executive offices)

Registrant's telephone number, including area code: **(312) 630-1900**

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 for Certain Officers

Pursuant to Item 5.02(e) of Form 8-K, Telephone and Data Systems, Inc. (“TDS”) is filing this Form 8-K to report the amount of bonuses paid to its named executive officers in 2012 with respect to 2011 performance.

TDS filed a Current Report on Form 8-K dated November 18, 2009 that included or incorporated exhibits of Guidelines for the Determination of Annual Bonus for (i) the President and Chief Executive Officer of TDS, (ii) the President and Chief Executive Officer of TDS’s subsidiary, United States Cellular Corporation (“U.S. Cellular”), who is deemed to be an executive officer of TDS under rules of the Securities and Exchange Commission (“SEC”), and (iii) certain other officers of TDS (collectively “Guidelines”). Such Guidelines provide that the entire amount of the bonus is discretionary. As a result, officers are not entitled to any bonus unless and until paid. However, the Guidelines 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.

Accordingly, TDS is filing this Current Report on Form 8-K to disclose the amounts of bonuses paid to its named executive officers in 2012 with respect to 2011 performance, which were deemed to have been earned on December 31, 2011 once they were paid in 2012 pursuant to the terms of the 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 TDS’ most recent proxy statement filing with the SEC on April 14, 2011.

Pursuant to the foregoing, the following amounts of bonuses were paid to the below named executive officers on March 15, 2012 relating to 2011 performance:

| | <i>LeRoy T. Carlson, Jr.</i> | <i>Kenneth R. Meyers</i> | <i>Mary N. Dillon</i> | <i>Scott H. Williamson</i> | <i>David A. Wittwer</i> |
|---|----------------------------------|------------------------------|-----------------------|--------------------------------|-------------------------|
| Bonus Paid in 2012 for 2011 Performance..... | \$ 574,900 | \$ 497,700 | \$ 650,000 | \$ 324,100 | \$ 395,100 |

The above shows the entire amount of the bonus paid, whether or not some or all of such bonus has been deferred and whether or not some portion of such amount will be reported as non-equity incentive plan compensation in the 2012 proxy statement.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on their behalf by the undersigned, thereto duly authorized.

Telephone and Data Systems, Inc.
(Registrant)

Date:

March 19, 2012

By:

/s/ Douglas D. Shuma
Douglas D. Shuma

Senior Vice President and Controller
