TELEPHONE & DATA SYSTEMS INC /DE/
Form 8-A12B
March 22, 2011

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES

PURSUANT TO SECTION 12(b) OR 12(g) OF THE

SECURITIES EXCHANGE ACT OF 1934

TELEPHONE AND DATA SYSTEMS, INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware	**36-2669023**
(State of Incorporation or Organization)	(IRS Employer Identification No.)
30 North LaSalle Street, Suite 4000, Chicago, Illinois	**60602**
(Address of Principal Executive Offices)	(Zip Code)

SECURITIES TO BE REGISTERED PURSUANT TO SECTION 12(b) OF THE ACT:

Title of Each Class to be so Registered	**Name of Each Exchange on Which Each Class is to be Registered**
7% Senior Notes due 2060	New York Stock Exchange

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to	If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to

General Instruction A.(c), check the following box. x   General Instruction A.(d), check the following box. o

SECURITIES ACT REGISTRATION STATEMENT FILE NUMBER TO WHICH THIS FORM RELATES: **333-155078**

SECURITIES TO BE REGISTERED PURSUANT TO SECTION 12(g) OF THE ACT:

None.

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 1.   Description of Registrant s Securities to be Registered.

A description of the Registrant s 7% Senior Notes due 2060 (the Notes) to be registered hereby is contained under the caption Description of the Notes set forth in the Prospectus Supplement dated March 21, 2011, and under the caption Description of Debt Securities set forth in the Prospectus dated March 21, 2011, as filed with the Securities and Exchange Commission under Rule 424(b)(5) under the Securities Act of 1933, as amended, with respect to the Registrant s Registration Statement on Form S-3ASR (Registration No. 333-155078), and such descriptions are incorporated herein by reference thereto.

Item 2.   Exhibits.

Exhibit Number	Description of Exhibit
1.	Indenture dated as of November 1, 2001 between the Registrant and The Bank of New York Mellon Trust Company, N.A. (formerly known as the Bank of New York Trust Company, N.A., as successor to BNY Midwest Trust Company), filed as Exhibit 4 to the Registrant s Quarterly Report on Form 10-Q for the quarter ended September 30, 2001 and incorporated herein by reference thereto.
2.	Fifth Supplemental Indenture dated as of March 21, 2011 between the Registrant and The Bank of New York Mellon Trust Company, N.A., including the form of 7% Senior Notes due 2060 attached as Exhibit A thereto, filed as Exhibit 4.1 to the Registrant s Current Report on Form 8-K dated March 21, 2011 and incorporated herein by reference thereto.

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SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

TELEPHONE AND DATA SYSTEMS, INC.

Date: March 22, 2011	By:	/s/ Peter L. Sereda	
		Name:	Peter L. Sereda
		Title:	Vice President and Treasurer

SIGNATURE PAGE TO FORM 8-A RE TDS RETAIL DEBT - MARCH 2011

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EXHIBIT INDEX

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