

MEYERS KENNETH R

Form 4

April 04, 2018

FORM 4**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).

**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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
MEYERS KENNETH R

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. Date of Earliest Transaction
(Month/Day/Year)
04/02/2018

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
President and CEO

U.S. CELLULAR, 8410 W. BRYN
MAWR

(Street)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

CHICAGO, IL 60631

(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 or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Shares	04/02/2018		M	53,154	A \$ 0	117,102	D
Common Shares	04/02/2018		F	21,757 (1)	D \$ 40.19	95,345	D

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

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SEC 1474
(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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Restricted Stock Units	\$ 0	04/02/2018		M	53,154 (2)	(2) (2)	Common Shares 53,154
Performance Share Units	(3)	04/02/2018		A	39,210	(3) (3)	Common Shares 39,210
Restricted Stock Units	\$ 0	04/02/2018		A	78,420	(4) (4)	Common Shares 78,420

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MEYERS KENNETH R U.S. CELLULAR 8410 W. BRYN MAWR CHICAGO, IL 60631	X President and CEO

Signatures

Julie D. Mathews, by power
of atty 04/04/2018

__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) Delivery of Common Shares as settlement for taxes due in connection with restricted shares awarded under the United States Cellular Corporation Long-Term Incentive Plan.

(2) Vesting of restricted stock units that were awarded on 04/01/2015 under the United States Cellular Corporation Long-Term Incentive Plan.

On April 2, 2018, 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.

(4) These restricted stock units were awarded under the United States Cellular Corporation Long-Term Incentive Plan. These restricted stock units will vest on the third anniversary of the Transaction Date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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