

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

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

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**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**

(State of Incorporation or Organization)

**36-2669023**

(IRS Employer Identification No.)

**30 North LaSalle Street, Suite 4000, Chicago, Illinois**

(Address of Principal Executive Offices)

**60602**

(Zip Code)

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

**Title of Each Class  
to be so Registered**

7% Senior Notes due 2060

**Name of Each Exchange  
on Which Each Class is to be Registered**

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

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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.**

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**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.

**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

EXHIBIT INDEX

<b>Exhibit Number</b>	<b>Description of Exhibit</b>
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.