

UNITED STATES CELLULAR CORP  
Form 8-K  
June 07, 2010

---

---

**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): June 1, 2010

**UNITED STATES CELLULAR CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**1-9712**  
(Commission  
File Number)

**62-1147325**  
(I.R.S. Employer Identification No.)

**8410 West Bryn Mawr, Suite 700, Chicago, Illinois**  
(Address of principal executive offices)

**60631**  
(Zip Code)

Registrant's telephone number, including area code: **(773) 399-8900**

**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))
- 
- 
-

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

United States Cellular Corporation ( U.S. Cellular ) previously filed a Current Report on Form 8-K, dated May 6, 2010 ( Prior Form 8-K ), disclosing that Mary N. Dillon was appointed its President and Chief Executive Officer effective June 1, 2010. The Prior Form 8-K also disclosed that Ms. Dillon would receive certain equity awards. Pursuant to Item 5.02 of Form 8-K, the agreements evidencing equity awards granted to Ms. Dillon on June 1, 2010 are filed as exhibits to this Form 8-K.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits:

In accordance with the provisions of Item 601 of Regulation S-K, any Exhibits filed or furnished herewith are set forth on the Exhibit Index attached hereto.

---

SIGNATURES

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

United States Cellular Corporation  
(Registrant)

Date: June 7, 2010

By: /s/ Steven T. Campbell  
Steven T. Campbell

Executive Vice President Finance,  
Chief Financial Officer and Treasurer

---

EXHIBIT INDEX

The following exhibits are filed or furnished herewith as noted below.

**Exhibit**

| <b>No.</b> | <b>Description</b>  |
|------------|---|
| 10.1       | 2005 Long-Term Incentive Plan 2010 Stock Option Award Agreement evidencing stock options granted to Mary N. Dillon on June 1, 2010 (with accelerated vesting in the event of termination without cause or for good reason)                      |
| 10.2       | 2005 Long-Term Incentive Plan 2010 Restricted Stock Unit Award Agreement evidencing restricted stock units granted to Mary N. Dillon on June 1, 2010 (with accelerated vesting in the event of termination without cause or for good reason)    |
| 10.3       | 2005 Long-Term Incentive Plan 2010 Stock Option Award Agreement evidencing stock options granted to Mary N. Dillon on June 1, 2010 (without accelerated vesting in the event of termination without cause or for good reason)                   |
| 10.4       | 2005 Long-Term Incentive Plan 2010 Restricted Stock Unit Award Agreement evidencing restricted stock units granted to Mary N. Dillon on June 1, 2010 (without accelerated vesting in the event of termination without cause or for good reason) |

---