

UNITED STATES CELLULAR CORP  
Form 8-K  
March 18, 2008

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**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 13, 2008

**UNITED STATES CELLULAR CORPORATION**

(Exact name of registrant as specified in its charter)

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

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

**62-1147325**  
(IRS 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

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**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):

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - o 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 of Certain Officers.

(e) On March 13, 2008, the Stock Option Compensation Committee of the Board of Directors of United States Cellular Corporation ( U.S. Cellular ) amended the forms of the following award agreements under the U.S. Cellular 2005 Long-Term Incentive Plan:

1. Form of Stock Option Award Agreement to be used for grants of stock options to John E. Rooney.

2. Form of Restricted Stock Unit Award Agreement to be used for grants of restricted stock units to John E. Rooney.

3. Form of Stock Option Award Agreement to be used for grants of stock options to executive officers other than John E. Rooney.

4. Form of Restricted Stock Unit Award Agreement to be used for grants of restricted stock units to executive officers other than John E. Rooney.

The foregoing description is qualified by reference to the forms of award agreements which are attached hereto as Exhibits and incorporated by reference herein.

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: March 18, 2008

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.

<b>Exhibit No</b>	<b>Description</b>
10.1	Form of U.S. Cellular 2005 Long-Term Incentive Plan Stock Option Award Agreement to be used for grants to John E. Rooney
10.2	Form of U.S. Cellular 2005 Long-Term Incentive Plan Restricted Stock Unit Award Agreement to be used for grants to John E. Rooney
10.3	Form of U.S. Cellular 2005 Long-Term Incentive Plan Stock Option Award Agreement to be used for grants to executive officers other than John E. Rooney
10.4	Form of U.S. Cellular 2005 Long-Term Incentive Plan Restricted Stock Unit Award Agreement to be used for grants to executive officers other than John E. Rooney