

UNITED STATES CELLULAR CORP
Form S-3MEF
December 03, 2003

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As filed with the Securities and Exchange Commission on December 3, 2003

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-3

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

UNITED STATES CELLULAR CORPORATION

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

62-1147325

(I.R.S. Employer Identification No.)

**8410 West Bryn Mawr, Suite 700
Chicago, Illinois 60631
(773) 399-8900**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

LeRoy T. Carlson, Jr.

United States Cellular Corporation
c/o Telephone and Data Systems, Inc.
30 North LaSalle Street
Chicago, Illinois 60602
(312) 630-1900

(Names, addresses, including zip codes, and telephone numbers, including area code, of agent's for service)

with a copy to:

Stephen P. Fitzell, Esq.

Sidley Austin Brown & Wood LLP
Bank One Plaza
Chicago, Illinois 60603
(312) 853-7000

**Approximate date of commencement of proposed sale to the public:
From time to time after the Registration Statement becomes effective.**

If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. 333-88344

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. _____

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Signature	Title
LeRoy T. Carlson, Jr. /s/ JOHN E. ROONEY	
John E. Rooney /s/ KENNETH R. MEYERS	President and Chief Executive Officer and Director
Kenneth R. Meyers /s/ LEROY T. CARLSON*	Executive Vice President Finance and Treasurer (Chief Financial Officer) and Director
LeRoy T. Carlson /s/ WALTER C.D. CARLSON*	Director
Walter C.D. Carlson /s/ SANDRA L. HELTON*	Director
Sandra L. Helton /s/ PAUL-HENRI DENUIT*	Director
Paul-Henri Denuit /s/ J. SAMUEL CROWLEY*	Director
J. Samuel Crowley /s/ BARRETT A. TOAN*	Director
Barrett A. Toan /s/ HARRY J. HARCZAK, JR.*	Director
Harry J. Harczak, Jr. /s/ THOMAS S. WEBER	Vice President and Controller (principal accounting officer)
Thomas S. Weber	

*By: /s/ LEROY T. CARLSON, JR.

LeRoy T. Carlson, Jr.
Attorney-in-Fact

**SIGNATURE PAGE TO U.S. CELLULAR
FORM S-3 REGISTRATION STATEMENT**

EXHIBIT INDEX

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Exhibit No.	Description of Document
5	Opinion of Sidley Austin Brown & Wood LLP relating to the securities.
23.1	Consent of Independent Public Accountants.
23.2	Notice Regarding Consent of Arthur Andersen LLP
23.3	Consent of Counsel (included in Exhibit 5 above).
24	Powers of Attorney for certain directors.

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