

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-

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## SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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### FORM S-3

REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

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## UNITED STATES CELLULAR CORPORATION

(Exact name of registrant as specified in its charter)

**Delaware**

**62-1147325**

(State or other jurisdiction of incorporation or organization)

(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)

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**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)

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**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.**

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