

UNITED STATES CELLULAR CORP
Form 10-K405/A
March 28, 2002

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SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K/A

(Mark One)

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2001

OR

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934**

Commission file number 1-9712

UNITED STATES CELLULAR CORPORATION

(Exact name of Registrant as specified in its charter)

Delaware

62-1147325

(State or other jurisdiction of incorporation or organization)

(IRS Employer Identification No.)

8410 West Bryn Mawr, Suite 700, Chicago, Illinois 60631

(Address of principal executive offices) (Zip code)

Registrant's Telephone Number: (773) 399-8900

Securities registered pursuant to Section 12(b) of the Act:

Title of each class

Name of each exchange on which registered

Common Shares, \$1 par value
Liquid Yield Option Notes Due 2015

American Stock Exchange
American Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

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Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. X

As of February 28, 2002, the aggregate market value of registrant's Common Shares held by nonaffiliates was approximately \$579.0 million (based upon the closing price of the Common Shares on February 28, 2002, of \$38.80, as reported by the American Stock Exchange).

The number of shares outstanding of each of the registrant's classes of common stock, as of February 28, 2002, is 55,068,802 Common Shares, \$1 par value, and 33,005,877 Series A Common Shares, \$1 par value.

DOCUMENTS INCORPORATED BY REFERENCE

Those sections or portions of the registrant's 2001 Annual Report to Shareholders and of the registrant's Notice of Annual Meeting of Shareholders and Proxy Statement for its Annual Meeting of Shareholders to be held May 16, 2002, described in the cross reference sheet and table of contents attached hereto are incorporated by reference into Parts II and III of this report.

EXPLANATORY NOTE

This amendment to Form 10-K is being filed for the sole purpose of filing as Exhibit 99 a letter of assurances with respect to Arthur Andersen, LLP prescribed by Temporary Note 3T of Rule 3-01 of Regulation S-X adopted by Release no. 33-8070 issued by the Securities and Exchange Commission.

The following document is hereby added to the "INDEX TO EXHIBITS" and is attached hereto.

<i>Exhibit No.</i>	<i>Description of Document</i>
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99	Letter pursuant to Temporary Note 3T of Rule 3-01 of Regulation S-X
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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

UNITED STATES CELLULAR CORPORATION

By: /s/ JOHN E. ROONEY

John E. Rooney
President (Chief Executive Officer)

By: /s/ KENNETH R. MEYERS

Kenneth R. Meyers
Executive Vice President Finance and Treasurer (Chief Financial Officer)

By: /s/ JOHN T. QUILLE

John T. Quille
Vice President and Controller (Principal Accounting Officer)

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Dated March 27, 2002

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

<i>Signature</i>	<i>Title</i>	<i>Date</i>
/s/ JOHN E. ROONEY	Director	March 27, 2002
John E. Rooney		
/s/ KENNETH R. MEYERS	Director	March 27, 2002
Kenneth R. Meyers		
/s/ LEROY T. CARLSON, JR.	Director	March 27, 2002
LeRoy T. Carlson, Jr.		
/s/ LEROY T. CARLSON	Director	March 27, 2002
LeRoy T. Carlson		
/s/ WALTER C.D. CARLSON	Director	March 27, 2002
Walter C. D. Carlson		
/s/ SANDRA L. HELTON	Director	March 27, 2002
Sandra L. Helton		
/s/ PAUL-HENRI DENUIT	Director	March 27, 2002
Paul-Henri Denuit		
/s/ J. SAMUEL CROWLEY	Director	March 27, 2002
J. Samuel Crowley		
	Director	
Barrett A. Toan		

QuickLinks

EXPLANATORY NOTE

SIGNATURES