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TELEPHONE & DATA SYSTEMS INC /DE/  
Form 8-A12B  
November 29, 2001

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

-----  
FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR 12(g) OF THE  
SECURITIES EXCHANGE ACT OF 1934

TELEPHONE AND DATA SYSTEMS, INC.

-----  
(Exact Name of Registrant as Specified in its Charter)

Delaware

36-2669023

-----  
(State of Incorporation or Organization)

-----  
(IRS Employer Identification no.)

30 North LaSalle Street  
Chicago, Illinois 60602

-----  
(Address of Principal Executive Offices) (Zip Code)

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box. /x/

If this form relates to the registration pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box. / /

SECURITIES ACT REGISTRATION STATEMENT FILE NUMBER  
TO WHICH THIS FORM RELATES:

333-71632  
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SECURITIES TO BE REGISTERED PURSUANT TO SECTION 12(b) OF THE ACT:

Title of Each Class to be so Registered  
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Name of Each Exchange  
on Which Each Class is to be Registered  
-----

7.60% Series A Notes due 2041

New York Stock Exchange

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SECURITIES TO BE REGISTERED PURSUANT TO SECTION 12(g) OF THE ACT:

None.

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 1. Description of Registrant's Securities to be Registered.

A description of the Registrant's 7.60% Series A Notes due 2041 ("Notes") to be registered hereby is contained in the "Description of Debt Securities" set forth in the Prospectus dated November 28, 2001 and in the "Description of the Notes" set forth in the Prospectus Supplement dated November 28, 2001, filed as part of the Registrant's Registration Statement Number 333-71632 under the Securities Act of 1933, and such descriptions are incorporated herein by reference.

Item 2. Exhibits.

Exhibit Number -----	Description of Exhibit -----
1.	Indenture dated as of November 1, 2001 between the Registrant and BNY Midwest Trust Company (incorporated by reference to the Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2001).
2.	First Supplemental Indenture dated November 28, 2001 between the Registrant and BNY Midwest Trust Company, including Form of 7.60% Series A Notes due 2041 attached as Exhibit A thereto.

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SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereto duly authorized.

TELEPHONE AND DATA SYSTEMS, INC.

Date: November 29, 2001

By: /s/ Sandra L. Helton  
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Name: Sandra L. Helton  
Title: Executive Vice President and  
Chief Financial Officer

Exhibit Index

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2.	First Supplemental Indenture dated November 28, 2001 between the Registrant and BNY Midwest Trust Company, including Form of 7.60% Series A Notes due 2041 attached as Exhibit A thereto.