

NATIONAL TELEPHONE CO OF VENEZUELA

Form SC 13D/A

May 08, 2007

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

SCHEDULE 13D/A

**Under the Securities Exchange Act of 1934
(Amendment No. 16)***

COMPANIA ANONIMA NACIONAL TELEFONOS DE VENEZUELA (CANTV)
(Name of Issuer)

NATIONAL TELEPHONE COMPANY OF VENEZUELA (CANTV)
(Translation of Name of Issuer into English)

CLASS D COMMON SHARES,

NOMINAL VALUE Bs. 36.90182224915 PER SHARE (the Class D Shares)

AMERICAN DEPOSITARY SHARES EACH REPRESENTING

SEVEN CLASS D SHARES (the ADSs)

(Title of Class of Securities)

P3055Q103 (Class D Shares); 204421101 (ADSs)

(CUSIP Number)

Marianne Drost, Esq.

Senior Vice President, Deputy General Counsel and Corporate Secretary

Verizon Communications Inc.

140 West Street, New York, New York 10007

(212) 395-1000

(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications)

with copies to:

Jeffrey J. Rosen, Esq.

Debevoise & Plimpton LLP

919 Third Avenue

New York, New York 10022

(212) 909-6000

May 4, 2007

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. o

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. P3055Q103 (Class D Shares)
204429101 (ADSs)

NAMES OF REPORTING PERSONS:

Verizon Communications Inc.

1

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

23-2259884

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2

(a)

(b)

SEC USE ONLY:

3

SOURCE OF FUNDS (SEE INSTRUCTIONS):

4

Not applicable

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
2(d) OR 2(e):

5

CITIZENSHIP OR PLACE OF ORGANIZATION:

6

State of Delaware

SOLE VOTING POWER:

7

NUMBER OF

Class D Shares: 28,009,177*

ADSs: 4,001,311

SHARES

SHARED VOTING POWER:

8

BENEFICIALLY

OWNED BY Class D Shares: None
ADSs: None

EACH SOLE DISPOSITIVE POWER:
REPORTING **9**

PERSON Class D Shares: 28,009,177*
ADSs: 4,001,311

WITH SHARED DISPOSITIVE POWER:

10
Class D Shares: None
ADSs: None

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

11
Class D Shares 28,009,177*
ADSs: 4,001,311

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

13
6.5% (the 4,001,311 ADSs represent 28,009,177 Class D Shares, which represent approximately 6.5% of the total Class D Shares outstanding).

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

14
HC

* The 4,001,311 ADSs represent 28,009,177 Class D Shares. Because the holder may exchange ADSs for Class D Shares, the Reporting Persons may be deemed to beneficially own 28,009,177 Class D Shares.

CUSIP No. P3055Q103 (Class D Shares)
204429101 (ADSs)

NAMES OF REPORTING PERSONS:

1 GTE Corporation

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

13-1678633

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2
(a)
(b)

SEC USE ONLY:

3

SOURCE OF FUNDS (SEE INSTRUCTIONS):

4
Not applicable

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
2(d) OR 2(e):

5

CITIZENSHIP OR PLACE OF ORGANIZATION:

6
State of New York

SOLE VOTING POWER:

7
NUMBER OF Class D Shares: 28,009,177*
ADSs: 4,001,311

SHARES SHARED VOTING POWER:

8

BENEFICIALLY

OWNED BY Class D Shares: None
ADSs: None

EACH SOLE DISPOSITIVE POWER:
REPORTING **9**

PERSON Class D Shares: 28,009,177*
ADSs: 4,001,311

WITH SHARED DISPOSITIVE POWER:

10
Class D Shares: None
ADSs: None

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

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Class D Shares 28,009,177*
ADSs: 4,001,311

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CUSIP No. P3055Q103 (Class D Shares)
204429101 (ADSs)

NAMES OF REPORTING PERSONS:

1 Verizon International Holdings Inc.

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

06-1460807

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2 (a)
(b)

3 SEC USE ONLY:

4 SOURCE OF FUNDS (SEE INSTRUCTIONS):

Not applicable

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):

6 CITIZENSHIP OR PLACE OF ORGANIZATION:

State of Delaware

7 SOLE VOTING POWER:

NUMBER OF
SHARES

Class D Shares: 28,009,177*
ADSs: 4,001,311

8 SHARED VOTING POWER:

BENEFICIALLY

OWNED BY Class D Shares: None
ADSs: None

EACH SOLE DISPOSITIVE POWER:
REPORTING **9**

PERSON Class D Shares: 28,009,177*
ADSs: 4,001,311

WITH SHARED DISPOSITIVE POWER:

10
Class D Shares: None
ADSs: None

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

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Class D Shares 28,009,177*
ADSs: 4,001,311

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CUSIP No. P3055Q103 (Class D Shares)
204429101 (ADSs)

NAMES OF REPORTING PERSONS:

GTE Venezuela S.a r.l.

1

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

Not applicable

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2

(a)

(b)

SEC USE ONLY:

3

SOURCE OF FUNDS (SEE INSTRUCTIONS):

4

Not applicable

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
2(d) OR 2(e):

5

CITIZENSHIP OR PLACE OF ORGANIZATION:

6

Luxembourg

SOLE VOTING POWER:

7

NUMBER OF

Class D Shares: 28,009,177*

ADSs: 4,001,311

SHARES

SHARED VOTING POWER:

8

BENEFICIALLY

OWNED BY Class D Shares: None
ADSs: None

EACH SOLE DISPOSITIVE POWER:
REPORTING **9**

PERSON Class D Shares: 28,009,177*
ADSs: 4,001,311

WITH SHARED DISPOSITIVE POWER:

10
Class D Shares: None
ADSs: None

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

11
Class D Shares 28,009,177*
ADSs: 4,001,311

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

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TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

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HC

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CUSIP No. P3055Q103 (Class D Shares)
204429101 (ADSs)

NAMES OF REPORTING PERSONS:

GTE Venholdings B.V.

1

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

98-0347727

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2

(a)

(b)

SEC USE ONLY:

3

SOURCE OF FUNDS (SEE INSTRUCTIONS):

4

Not applicable

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
2(d) OR 2(e):

5

CITIZENSHIP OR PLACE OF ORGANIZATION:

6

Netherlands

SOLE VOTING POWER:

7

Class D Shares: 28,009,177*
ADSs: 4,001,311

NUMBER OF

SHARES

SHARED VOTING POWER:

8

BENEFICIALLY

OWNED BY Class D Shares: None ADSs: None

EACH REPORTING PERSON **9** SOLE DISPOSITIVE POWER:

Class D Shares: 28,009,177*
ADSs: 4,001,311

WITH **10** SHARED DISPOSITIVE POWER:

Class D Shares: None
ADSs: None

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

11
Class D Shares 28,009,177*
ADSs: 4,001,31

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

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PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

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TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

14
HC

* The 4,001,311 ADSs represent 28,009,177 Class D Shares. Because the holder may exchange ADSs for Class D Shares, the Reporting Persons may be deemed to beneficially own 28,009,177 Class D Shares.

Amendment No. 16 to Schedule 13D

This is the sixteenth amendment (Amendment No. 16) to the Statement on Schedule 13D originally filed by GTE Corporation and GTE Venezuela Incorporated on December 9, 1996 and amended on December 18, 1996, December 23, 1998, July 13, 2000, October 10, 2001, October 16, 2001, October 22, 2001, November 5, 2001, December 6, 2001, March 6, 2002, April 3, 2006, July 5, 2006, October 2, 2006, January 3, 2007, February 9, 2007 and February 14, 2007 relating to the Class D Common Shares, nominal value Bs. 36.90182224915 per share (the Class D Shares), and American Depository Shares, each representing seven Class D Shares (the ADSs) of Compania Anonima Nacional Telefonos de Venezuela (the Issuer). Capitalized terms used herein but not defined have the meanings ascribed to them in the initial Statement on Schedule 13D, as amended through the date hereof (the Schedule 13D). The Schedule 13D is hereby amended as follows:

Item 4. Purpose of Transaction

The information in Item 4 of the Schedule 13D is hereby amended by adding the following at the end thereof:

On May 4, 2007, GTE Venholdings B.V. (Venholdings) tendered all of its Class A shares of the Issuer 's capital stock in the tender offer made in Venezuela for such securities by the Bolivarian Republic of Venezuela. On May 7, 2007, Venholdings tendered all of its ADSs in the tender offer made in the United States for such securities by the Bolivarian Republic of Venezuela.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: May 7, 2007

VERIZON COMMUNICATIONS INC.

/s/ John W. Dierksen

By: John W. Dierksen

GTE CORPORATION

/s/ Marianne Drost

By: Marianne Drost

**VERIZON INTERNATIONAL HOLDINGS
INC.**

/s/ Christopher M. Bennett

By: Christopher M. Bennett

**GTE VENEZUELA S.A R.L.
By: VERIZON INTERNATIONAL HOLDINGS INC.,
MANAGER**

/s/ Christopher M. Bennett

By: Christopher M. Bennett

**GTE VENHOLDINGS B.V.
By: VERIZON INTERNATIONAL HOLDINGS INC.,
MANAGING DIRECTOR**

/s/ Christopher M. Bennett

By: Christopher M. Bennett