

NATIONAL TELEPHONE CO OF VENEZUELA

Form SC 13D/A

February 09, 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. 14)***

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:

Matias A. Vega, Esq.

Curtis, Mallet-Prevost, Colt & Mosle LLP

101 Park Avenue

New York, New York 10178

(212) 696-6000

February 8, 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).

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SIGNATURE

EX-99.1: TERMINATION AGREEMENT

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

NAMES OF REPORTING PERSONS:

1 Verizon Communications Inc.

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

None

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
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

8

SHARED VOTING POWER:

Class D Shares: None
ADSs: None

9

SOLE DISPOSITIVE POWER:

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

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: 4,001,311

12

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

Not applicable

13

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

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).

14

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

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

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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)

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):

None

6 CITIZENSHIP OR PLACE OF ORGANIZATION:

State of New York

7 SOLE VOTING POWER:

NUMBER OF

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

SHARES

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:

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):

Not applicable

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.

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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):

None

6 CITIZENSHIP OR PLACE OF ORGANIZATION:

State of Delaware

7 SOLE VOTING POWER:

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

SHARES

8 SHARED VOTING POWER:

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 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):

Not applicable

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.

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

NAMES OF REPORTING PERSONS:

1 GTE Venezuela S.a r.l.

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

None

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
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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):

Not applicable

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.

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

NAMES OF REPORTING PERSONS:

1 GTE Venholdings B.V.

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)

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):

None

6 CITIZENSHIP OR PLACE OF ORGANIZATION:

Netherlands

7 SOLE VOTING POWER:

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

SHARES

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:

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

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

Not applicable

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.

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Amendment No. 14 to Schedule 13D

This is the fourteenth amendment (Amendment No. 14) 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 and January 3, 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 December 29, 2006, Buyer and Sellers agreed to extend the term of the Stock Purchase Agreement until February 28, 2007, providing additional time in which to obtain certain regulatory approvals in Venezuela. Such approvals have not been granted.

On February 8, 2007, Buyer and Sellers entered into an agreement (the Termination Agreement) pursuant to which they mutually agreed to terminate the Stock Purchase Agreement with immediate effect. The Termination Agreement includes mutual releases for any losses suffered by any of the parties which arise out of or result from the Stock Purchase Agreement or its termination. A copy of the Termination Agreement is attached hereto as Exhibit 1.

The filing persons will consider various alternatives with respect to the Class D Shares and ADSs owned by them.

Item 7. Material to Be Filed as Exhibits

Exhibit Index

Exhibit No.	Description
1	Termination Agreement, dated as of February 8, 2007, by and among GTE Venezuela S.a r.l., Verizon International Holdings, Inc. and Oarsman Investments B.V.

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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: February 8, 2007

VERIZON COMMUNICATIONS INC.

/s/ John W. Diercksen

By: John W. Diercksen

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

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Exhibit Index

Exhibit No.	Description
1	Termination Agreement, dated as of February 8, 2007, by and among GTE Venezuela S.a r.l., Verizon International Holdings, Inc. and Oarsman Investments B.V.