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CABLE & WIRELESS PLC  
Form SC 13G  
December 17, 2001

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

SCHEDULE 13G  
Under the Securities Exchange Act of 1934

NTL Incorporated

-----  
(Name of Issuer)

Common Stock

-----  
(Title of Class of Securities)

629407107

-----  
(CUSIP Number)

N/A

-----  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

CUSIP No. 629407107

- 1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only).  
  
Cable and Wireless plc
- 2. Check the Appropriate Box if a Member of a Group (See Instructions)
  - (a) .....
  - .....
  - (b) .....
  - .....
- 3. SEC Use Only  
.....
- 4. Citizenship or Place of Organization  
  
England and Wales
- 5. Sole Voting Power  
29,375,813

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- Number of Shares Beneficially Owned by Each Reporting Person With
- 6. Shared Voting Power
  - 7. Sole Dispositive Power  
29,375,813
  - 8. Shared Dispositive Power
9. Aggregate Amount Beneficially Owned by Each Reporting Person.  
29,375,813
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions).....
11. Percent of Class Represented by Amount in Row (9)  
10.6%
12. Type of Reporting Person (See Instructions)  
HC

Item 1.

- (a) Name of Issuer NTL Inc.  
  
Address of Issuer's Principal Executive Offices
- (b) The principal executive offices of NTL are located at 110 East 59th Street, New York, New York 10022.

Item 2.

- (a) Name of Person Filing Cable and Wireless plc  
  
Address of Principal Business Office or, if none, Residence
- (b) The address of Cable & Wireless' principal business and office is 124 Theobalds Road, London, WC1X 8RX, United Kingdom.
- (c) Citizenship England and Wales
- (d) Title of Class of Securities Common Stock
- (e) CUSIP Number 629407107

Item 3.

- If this statement is filed pursuant to ss.240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:
- (a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
  - (b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
  - (c)  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
  - (d)  Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).
  - (e)  An investment adviser in accordance with Section 240.13d-1(b)(1)(ii)(E);
  - (f)  An employee benefit plan or endowment fund in accordance with Section

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- (g)  240.13d-1(b) (1) (ii) (F);  
A parent holding company or control person in accordance with Section 240.13d-1(b) (1) (ii) (G);
- (h)  A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i)  A church plan that is excluded from the definition of an investment company under section 3(c) (14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j)  Group, in accordance with Section 240.13d-1(b) (1) (ii) (J).

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned: 29,375,813.
- (b) Percent of class: 10.6%
- (c) Number of shares as to which the person has:
- (i) Sole power to vote or to direct the vote 29,375,813
  - (ii) Shared power to vote or to direct the vote \_\_\_\_\_.
  - (iii) Sole power to dispose or to direct the disposition of 29,375,813.
  - (iv) Shared power to dispose or to direct the disposition of \_\_\_\_\_.

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following . N/A

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

If any other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such securities, a statement to that effect should be included in response to this item and, if such interest relates to more than five percent of the class, such person should be identified. A listing of the shareholders of an investment company registered under the Investment Company Act of 1940 or the beneficiaries of employee benefit plan, pension fund or endowment fund is not required. N/A

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company

If a parent holding company has filed this schedule, pursuant to Rule 13d-1(b) (ii) (G), so indicate under Item 3(g) and attach an exhibit stating the identity and the Item 3 classification of the relevant subsidiary. If a parent holding company has filed this schedule pursuant to Rule 13d-1(c) or Rule 13d-1(d), attach an exhibit stating the identification of the relevant

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subsidiary.  
See Exhibit A.

Item 8. Identification and Classification of Members of the Group  
If a group has filed this schedule pursuant to ss.240.13d-1(b)(1)(ii)(J), so indicate under Item 3(j) and attach an exhibit stating the identity and Item 3 classification of each member of the group. If a group has filed this schedule pursuant to ss.240.13d-1(c) or ss.240.13d-1(d), attach an exhibit stating the identity of each member of the group.

Item 9. Notice of Dissolution of Group  
Notice of dissolution of a group may be furnished as an exhibit stating the date of the dissolution and that all further filings with respect to transactions in the security reported on will be filed, if required, by members of the group, in their individual capacity. See Item 5.

Item 10. Certification  
By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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  
  
December 17, 2001  
-----  
Signature  
  
/s/ Ken Claydon  
-----  
Ken Claydon  
Company Secretary

Exhibit A

The shares of Common Stock of NTL are held by a wholly-owned subsidiary: Cable and Wireless (Far East) Limited