

NATIONAL TELEPHONE CO OF VENEZUELA
Form SC 13D/A
October 22, 2001

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D
(rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULE 13d-1(a)
AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(a)
(Amendment No. 6)

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
Senior Vice President, Deputy
General Counsel and Corporate Secretary
Verizon Communications Inc.
1095 Avenue of the Americas
New York, New York 10036
(212) 395-1783

(Name, address and telephone number of person
authorized to receive notices and communications)

October 19, 2001

(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

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schedule because of Rule 13d-1(e), (f) or (g), check the following box. []

 CUSIP NO. P3055Q103 (Class D. Shares) Pa
 204429101 (ADSs)

=====

1 NAME OF REPORTING PERSON
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)
 Verizon Communications Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
 (b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS
 00

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS
 REQUIRED PURSUANT TO ITEM 2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION
 State of Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7 ----- 8 ----- 9 ----- 10	SOLE VOTING POWER Class D Shares: 32,945,829* ADSs: 4,706,547 ----- SHARED VOTING POWER Class D Shares: None ADSs: None ----- SOLE DISPOSITIVE POWER Class D Shares: 32,945,829* ADSs: 4,706,547 ----- SHARED DISPOSITIVE POWER Class D Shares: ADSs: 4,706,547
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11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 Class D Shares: 32,945,829*
 ADSs: 4,706,547

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11
 EXCLUDES CERTAIN SHARES []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

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8.2% (the 4,706,547 ADSs represent 32,945,829 Class D Shares, which represent approximately 8.2% of the total Class D Shares outstanding).

14 TYPE OF REPORTING PERSON

HC

* The 4,706,547 ADSs represent 32,945,829 Class D Shares. Because the holder may exchange ADSs for Class D Shares, the Reporting Persons may be deemed to beneficially own 32,945,829 Class D Shares.

2

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

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)

GTE Corporation

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []
(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS
AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

State of New York

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7 SOLE VOTING POWER Class D Shares: 32,945,829* ADSs: 4,706,547
8	SHARED VOTING POWER Class D Shares: None ADSs: None
9	SOLE DISPOSITIVE POWER Class D Shares: 32,945,829* ADSs: 4,706,547
10	SHARED DISPOSITIVE POWER Class D Shares: None

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ADSs: None

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

Class D Shares: 32,945,829*
ADSs: 4,706,547

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11
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may exchange ADSs for Class D Shares, the Reporting Persons may be deemed
to beneficially own 32,945,829 Class D Shares.

3

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

Pa

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)

GTE International Telecommunications Incorporated

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []

(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS
AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

[]

6 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Delaware

7 SOLE VOTING POWER

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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8 9 10	SHARED VOTING POWER Class D Shares: None ADSs: None ----- SOLE DISPOSITIVE POWER Class D Shares: 32,945,829* ADSs: 4,706,547 ----- SHARED DISPOSITIVE POWER Class D Shares: None ADSs: None	Class D Shares: 32,945,829* ADSs: 4,706,547
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Class D Shares: 32,945,829*
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CUSIP NO. P3055Q103 (Class D. Shares)
 204429101 (ADSs)

Pa

1 NAME OF REPORTING PERSON
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)

GTE Venezuela Incorporated

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []
 (b) []

3 SEC USE ONLY

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4 SOURCE OF FUNDS
AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEM 2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7 SOLE VOTING POWER Class D Shares: 32,945,829* ADSs: 4,706,547
	8 SHARED VOTING POWER Class D Shares: None ADSs: None
	9 SOLE DISPOSITIVE POWER Class D Shares: 32,945,829* ADSs: 4,706,547
	10 SHARED DISPOSITIVE POWER Class D Shares: None ADSs: None

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

Class D Shares: 32,945,829*
ADSs: 4,706,547

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11
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CUSIP NO. P3055Q103 (Class D. Shares)
204429101 (ADSs)

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=====

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)

Bell Atlantic Latin America Holdings, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS
AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEM 2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7 8 9 10	SOLE VOTING POWER Class D Shares: 32,945,829* ADSs: 4,706,547 ----- SHARED VOTING POWER Class D Shares: None ADSs: None ----- SOLE DISPOSITIVE POWER Class D Shares: 32,945,829* ADSs: 4,706,547 ----- SHARED DISPOSITIVE POWER Class D Shares: None ADSs: None
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11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

Class D Shares: 32,945,829*
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 CUSIP NO. P3055Q103 (Class D. Shares)
 204429101 (ADSs)

Pa

=====

1 NAME OF REPORTING PERSON
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)

 Bell Atlantic New Holdings, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []
 (b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS
 AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS
 REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

[]

6 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Delaware

NUMBER OF
 SHARES
 BENEFICIALLY
 OWNED BY
 EACH
 REPORTING
 PERSON
 WITH

7 SOLE VOTING POWER
 Class D Shares: 32,945,829*
 ADSs: 4,706,547

8 SHARED VOTING POWER
 Class D Shares: None
 ADSs: None

9 SOLE DISPOSITIVE POWER
 Class D Shares: 32,945,829*
 ADSs: 4,706,547

10 SHARED DISPOSITIVE POWER
 Class D Shares: None
 ADSs: None

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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7

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

1 NAME OF REPORTING PERSON
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)
 Verizon International Holdings Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
 (b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS
 AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION
 Bermuda

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7 SOLE VOTING POWER Class D Shares: 32,945,829* ADSs: 4,706,547
8 SHARED VOTING POWER Class D Shares: None ADSs: None	9 SOLE DISPOSITIVE POWER Class D Shares: 32,945,829* ADSs: 4,706,547

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10 SHARED DISPOSITIVE POWER
 Class D Shares: None
 ADSs: None

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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

Pa

1 NAME OF REPORTING PERSON
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)

GTE Venezuela S.a r.l.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []
 (b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS
 AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS
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6 CITIZENSHIP OR PLACE OF ORGANIZATION

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Luxembourg

	7	SOLE VOTING POWER Class D Shares: 32,945,829* ADSs: 4,706,547
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER Class D Shares: None ADSs: None
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CUSIP NO. P3055Q103 (Class D. Shares)
204429101 (ADSs)

Pa

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)

GTE Venholdings B.V.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []
(b) []

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3 SEC USE ONLY

4 SOURCE OF FUNDS
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6 CITIZENSHIP OR PLACE OF ORGANIZATION

Netherlands

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER Class D Shares: 32,945,829* ADSs: 4,706,547
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This is the sixth amendment ("Amendment No. 6") 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 and October 16, 2001. 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

Item 4 is hereby amended by adding the following paragraph:

"On Monday, October 22, 2001, Verizon issued a press release commenting on two resolutions issued by the CNV on Friday, October 19, 2001. One of the CNV resolutions is in response to the petition filed by GTE Venholdings, an affiliate of Verizon, with the CNV on October 15, 2001, as described in Amendment No. 1 to the Schedule 14D-9. A copy of Verizon's press release is attached hereto as Exhibit (a) (3), and is incorporated herein by reference. English translations of the two CNV resolutions are attached hereto as Exhibits (a) (4) and (a) (5)."

A copy of the press release is filed as Exhibit 99(a) hereto and incorporated herein by reference.

Item 7. Material to be Filed as Exhibits

- 99(a) Press Release dated as of October 22, 2001 (incorporated by reference to the Schedule 14D-9/A of Verizon, dated October 22, 2001)
- 99(b) English translation of ruling by CNV on October 19, 2001 (incorporated by reference to the Schedule 14D-9/A of Verizon, dated October 19, 2001)
- 99(c) English translation of ruling by CNV on October 19, 2001 (incorporated by reference to the Schedule 14D-9/A of Verizon, dated October 19, 2001)

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.

VERIZON COMMUNICATIONS INC.

DATE: OCTOBER 22, 2001

BY: /S/ MICHAEL T. MASIN

GTE CORPORATION

DATE: OCTOBER 22, 2001

BY: /S/ MICHAEL T. MASIN

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GTE INTERNATIONAL
TELECOMMUNICATIONS INCORPORATED

DATE: OCTOBER 22, 2001

BY: /S/ ALFRED C. GIAMMARINO

GTE VENEZUELA INCORPORATED

DATE: OCTOBER 22, 2001

BY: /S/ ALFRED C. GIAMMARINO

BELL ATLANTIC LATIN AMERICA
HOLDINGS, INC.

DATE: OCTOBER 22, 2001

BY: /S/ JANET M. GARRITY

BELL ATLANTIC NEW HOLDINGS, INC.

DATE: OCTOBER 22, 2001

BY: /S/ DANIEL C. PETRI

VERIZON INTERNATIONAL HOLDINGS LTD.

DATE: OCTOBER 22, 2001

BY: /S/ ALFRED C. GIAMMARINO

GTE VENEZUELA S.A.R.L.
BY: GTE VENEZUELA INCORPORATED,
MANAGER

DATE: OCTOBER 22, 2001

BY: /S/ ALFRED C. GIAMMARINO

GTE VENHOLDINGS B.V.
BY: GTE VENEZUELA INCORPORATED,
MANAGING DIRECTOR

DATE: OCTOBER 22, 2001

BY: /S/ ALFRED C. GIAMMARINO

Exhibit Index

Name of Exhibit

- 99(a) Press Release dated as of October 22, 2001 (incorporated by reference to the Schedule 14D-9/A of Verizon, dated October 22, 2001)
- 99(b) English translation of ruling by CNV on October 19, 2001 (incorporated by reference to the Schedule 14D-9/A of Verizon, dated October 19, 2001)
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