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NATIONAL TELEPHONE CO OF VENEZUELA  
Form SC TO-I/A  
November 27, 2001

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SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

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SCHEDULE TO  
(Rule 14d-100)

TENDER OFFER STATEMENT UNDER SECTION  
14(d) (1) OR 13(e) (1) OF THE SECURITIES EXCHANGE ACT OF 1934  
(Amendment No. 4)

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

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

COMPANIA ANONIMA NACIONAL TELEFONOS DE VENEZUELA (CANTV)  
(Name of Filing Person (Issuer and Offeror))

AMERICAN DEPOSITARY SHARES  
(EACH REPRESENTING 7 SHARES OF CLASS D COMMON STOCK,  
NOMINAL VALUE BS. 36.90182224915 PER SHARE)  
(Title of Class of Securities)

204421101 (ADSs)  
(CUSIP Number)

Armando Yanes, Chief Financial Officer  
Compania Anonima Nacional Telefonos de Venezuela (CANTV)  
Avenida Libertador  
Centro Nacional de Telecomunicaciones  
Nuevo Edificio Administrativo  
Piso 1, Apartado Postal 1226  
Caracas, Venezuela 1010  
Telephone: (58) 212-500-6800

Copies to:  
Robert W. Mullen, Jr., Esq. and Lawrence Lederman, Esq.  
Milbank, Tweed, Hadley & McCloy LLP  
1 Chase Manhattan Plaza  
New York, New York 10005  
Telephone: (212) 530-5000  
Facsimile: (212) 530-5219  
(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

CALCULATION OF FILING FEE

Transaction Valuation Amount of Filing Fee  
\$595,309,740(1)                      \$119,062(2)

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\* Set forth the amount on which the filing fee is calculated and state how it was determined.

(1)The transaction value is calculated by multiplying 19,843,658, the amount of

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ADSs being sought by the offeror, by \$30.00, the offer price per ADS.  
(2)The amount of filing fee is calculated by multiplying \$595,309,740, the transaction valuation, by 0.0002.

Amount Previously Paid: \$119,062                      Filing Party: Compania Anonima Nacional Telefonos de Venezuela (CANTV)  
Form or Registration No.: Schedule TO Date Filed: October 24, 2001

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third party tender offer subject to Rule 14d-1.
- issuer tender offer subject to 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

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This Amendment No. 4 to the Tender Offer Statement on Schedule TO (as amended hereby, the "Schedule TO") relates to the offer by Compania Anonima Nacional Telefonos de Venezuela (CANTV), a company (compania anonima) organized under the laws of the Bolivarian Republic of Venezuela (the "Company") to purchase for cash 19,843,658 American Depositary Shares ("ADSs"), representing in the aggregate 138,905,606 Class D Shares of the Company (the "Class D Shares"), for \$30.00 per ADS, net to the seller in cash, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated October 24, 2001 (as amended, the "Offer to Purchase"), and in the related Letter of Transmittal (which, together with the Offer to Purchase and any amendments or supplements thereto, collectively constitute the "U.S. Offer"). Capitalized terms used herein and not otherwise defined shall have the meanings ascribed to them in the Offer to Purchase.

Except as amended herein, the information set forth in the Offer to Purchase and the related Letter of Transmittal is incorporated herein by reference with respect to Items 1 through 11 of this Schedule TO.

Item 11. Additional information

Item 11 of the Schedule TO is hereby amended and supplemented by adding the following text to the end thereof:

On November 23, 2001, the Company issued three press releases announcing the preliminary results of the Offers. A copy of these press releases are filed as Exhibits (a) (5)C.- (a) (5)E. to the Schedule TO and are incorporated herein by reference.

On November 26, 2001, the Company issued a press release announcing the preliminary results of the successful completion of its U.S. Offer. The Company also announced preliminary results of the successful completion of its share repurchase program in Venezuela. A copy of the press release is filed as Exhibit (a) (5)F. to the Schedule TO and is incorporated herein by reference.

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Item 12. Exhibits

Exhibit (a) (5)C. Press release issued by the Company, dated November 23, 2001.

Exhibit (a) (5)D. Press release issued by the Company, dated November 23, 2001.

Exhibit (a) (5)E. Press release issued by the Company dated November 23, 2001.

Exhibit (a) (5)F. Press release issued by the Company, dated November 26, 2001.

SIGNATURE

After due 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.

COMPANIA ANONIMA NACIONAL TELEFONOS  
DE VENEZUELA (CANTV)

By: /s/ GUSTAVO ROOSEN

\_\_\_\_\_  
Name: Gustavo Roosen  
Title: President, Chairman and Chief  
Executive Officer

Dated: November 26, 2001