

BCE INC  
Form SC 13D/A  
December 17, 2008

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

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**SCHEDULE 13D  
Under the Securities Exchange Act of 1934**

**(Amendment No. 2)**

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**BCE Inc.**

(Name of Issuer)

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**Common Shares, no par value**

(Title of Class of Securities)

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**05534B760 4**

(CUSIP Number)

**Frank J. Marinaro, Esq.  
Merrill Lynch & Co., Inc.  
4 World Financial Center  
250 Vesey Street  
New York, New York 10080  
Telephone: (212) 449-1000**

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

with a copy to:

**Gavin D. Solotar, Esq.  
Wachtell, Lipton, Rosen and Katz  
51 W. 52nd Street  
New York, NY 10019  
Telephone: (212) 403-1000**

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**December 11, 2008**

(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. "

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.

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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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This Amendment No. 2 (this Amendment ) amends the Statement of Beneficial Ownership on Schedule 13D originally filed with the Securities and Exchange Commission (the SEC ) on October 30, 2007, as amended by Amendment No 1. thereto filed with the SEC on July 11, 2008 (the Schedule 13D ) by Merrill Lynch, Pierce, Fenner & Smith Incorporated ( MLPF&S ), Merrill Lynch International ( MLI ), Merrill Lynch Canada Inc. ( MLCI ), Merrill Lynch Portfolio Managers Ltd. ( MLPM ), Merrill Lynch Bank & Trust Company, FSB ( MLBTC ), and Merrill Lynch & Co., Inc. ( ML&Co ) (MLPF&S, MLI, MLCI, MLPM, MLBTC and ML&Co, each a Reporting Person, and collectively, the Reporting Persons ) with respect to the common shares, no par value (the Common Shares ) of BCE Inc., a corporation incorporated under the laws of Canada (the Company ). Capitalized terms used herein but not otherwise defined herein shall have the meanings set forth in the Schedule 13D.

## **ITEM 2. Identity and Background**

ITEM 2 IS AMENDED AS FOLLOWS:

The original Schedule II filed with the Schedule 13D is deleted in its entirety and replaced with the Schedule II attached hereto and incorporated herein by reference.

The original Schedule III filed with the Schedule 13D is amended by inserting the following two paragraphs at the beginning thereof:

On August 21, 2008, Merrill Lynch & Co., Inc. ( Merrill Lynch ) reached an agreement in principle with the New York attorney general, state securities regulators, and the staff of U.S. Securities and Exchange Commission relating to auction rate securities ( ARS ). Without admitting or denying wrongdoing, Merrill Lynch agreed to accelerate a previously announced offer to purchase ARS from retail clients, use best efforts to provide liquidity solutions for institutional holders of ARS, pay a civil money penalty, and compensate other eligible clients who purchased ARS and sold them at a loss.

In July 2007, the CFTC found that on certain occasions from 2001 to 2005 Merrill Lynch Alternative Investments (MLAI) violated CFTC Regulation 4.22(c) by failing to timely file commodity pool annual reports with the National Futures Association and to timely distribute such reports to pool participants. Without admitting or denying the allegations, MLAI agreed to a cease-and-desist order and paid a fine in the amount of \$500,000.

## **ITEM 4. Purpose of Transaction**

ITEM 4 IS AMENDED TO ADD THE FOLLOWING:

On December 11, 2008, the Definitive Agreement between BCE Inc. and BCE Acquisition Inc. ( Buyer ), as amended as of July 12, 2007 and by the final amending agreement dated July 4, 2008, was terminated in accordance with its terms. Accordingly, the previously disclosed commitment of ML IBK to purchase a minority equity interest in Buyer or Buyer 's ultimate parent company has ended.

## **ITEM 5. Interest in Securities of the Issuer**

ITEM 5 IS AMENDED TO ADD THE FOLLOWING:

As of December 15, 2008, the Reporting Persons were the beneficial owners of approximately 1,050,686 shares of Common Shares, with respect to which they have shared voting and investment power, and which represent less than 1% of all Common Shares outstanding (based on 806,200,000 Common Shares reported to be outstanding by the Issuer as of September 30, 2008). The Reporting Persons acquired these Common Shares for investment purposes, and such purchases have been made in the Reporting Persons' ordinary course of business.

As a result of the matters described in Item 4 above, it is no longer the case that the Reporting Persons may collectively be deemed to constitute a group with Teachers within the meaning of Section 13(d)(3) of the Act. As a consequence, none of the Reporting Persons, on the one hand, and Teachers, on the other hand, may be deemed to beneficially own any Common Shares beneficially owned by the other. Accordingly, as of December 11, 2008, the Reporting Persons may no longer be deemed to be the beneficial owners of more than five percent of the class of securities reported on herein, and they will therefore no longer file reports under Section 13(d) of the Act unless otherwise required to do so.

Schedule IV attached hereto sets forth the transactions in the Common Shares which, to the knowledge of the applicable Reporting Person, have been effected during the preceding 60 days. All of the transactions set forth on Schedule IV were effected in the ordinary course of business of the Reporting Persons and may reflect transactions in customer accounts over which the applicable Reporting Person has discretionary authority.

**ITEM 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer**

Please see Item 4 above.

**SIGNATURES**

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.

Dated: December 17, 2008

MERRILL LYNCH, PIERCE, FENNER & SMITH INCORPORATED

By: /s/ Jonathan N. Santelli  
Name: Jonathan N. Santelli  
Title: Assistant Secretary

MERRILL LYNCH & CO., INC.

By: /s/ Jonathan N. Santelli  
Name: Jonathan N. Santelli  
Title: Assistant Secretary

MERRILL LYNCH INTERNATIONAL

By: /s/ Jonathan N. Santelli  
Name: Jonathan N. Santelli  
Title: Authorized Signatory

MERRILL LYNCH CANADA INC.

By: /s/ Jonathan N. Santelli  
Name: Jonathan N. Santelli  
Title: Authorized Signatory

MERRILL LYNCH PORTFOLIO MANAGERS LTD.

By: /s/ Jonathan N. Santelli  
Name: Jonathan N. Santelli  
Title: Authorized Signatory

MERRILL LYNCH BANK & TRUST COMPANY, FSB

By: /s/ Jonathan N. Santelli  
Name: Jonathan N. Santelli  
Title: Authorized Signatory

-9-

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**EXHIBIT INDEX**

| <b>Exhibit</b> | <b>Description</b>  |
|----------------|---|
| 99.1*          | Joint Filing Agreement, dated October 29, 2007, among Merrill Lynch, Pierce, Fenner & Smith Incorporated, Merrill Lynch Canada Inc., Merrill Lynch Portfolio Managers Ltd. and Merrill Lynch Bank & Trust Co. |
| 99.2*          | Definitive Agreement dated June 29, 2007, by and between 6796508 Canada Inc. and BCE Inc. (incorporated by reference to Schedule 13D filed on July 5, 2007 by Ontario Teachers Pension Plan Board)            |
| 99.3*          | Amendment dated July 12, 2007 to Definitive Agreement dated June 29, 2007, by and between 6796508 Canada Inc. and BCE Inc. (Exhibit 1 of the Report on Form 6-K filed on July 13, 2007 by BCE Inc.)           |
| 99.4**         | Final Amending Agreement, dated July 4, 2008, by and between BCE Acquisition Inc. (f/k/a 6796508 Canada Inc.) and BCE Inc.  |

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\* Previously filed with the Schedule 13D filed by the Reporting Persons with the Securities and Exchange Commission on October 30, 2007.

\*\* Previously filed with Amendment No. 1 to the Schedule 13D filed by the Reporting Persons with the Securities and Exchange Commission on July 11, 2008.

**SCHEDULE II****EXECUTIVE OFFICERS AND DIRECTORS**

The names and principal occupations of each of the executive officers and directors of the Reporting Persons are set forth below. Unless otherwise noted, all of these persons have as their business address 4 World Financial Center, New York, NY 10080.

| <b>Merrill Lynch, Pierce, Fenner &amp; Smith Incorporated</b> | <b>Present Principal Occupation</b>   | <b>Citizenship</b> |
|---|---|--------------------|
| Rosemary T. Berkery<br>Executive Officer                      | Executive Vice President; Vice Chairman; General Counsel of Merrill Lynch & Co., Inc.   | United States      |
| Candace E. Browning<br>Director                               | Senior Vice President; President of Merrill Lynch Global Research   | United States      |
| Gregory J. Fleming<br>Director                                | Executive Vice President; President and Chief Operating Officer of Merrill Lynch & Co., Inc.  | United States      |
| Robert J. McCann<br>Director and Executive Officer            | Chairman and Chief Executive Officer; Executive Vice President of Merrill Lynch & Co., Inc.; Vice Chairman, Global Wealth Management                        | United States      |
| Carlos M. Morales<br>Director                                 | Senior Vice President   | United States      |
| Joseph F. Regan<br>Executive Officer                          | Managing Director, Chief Financial Officer and Controller<br>Merrill Lynch & Co., Inc.<br>95 Greene Street (8 <sup>th</sup> Floor)<br>Jersey City, NJ 07032 | United States      |
| <b>Merrill Lynch &amp; Co., Inc.</b>                          | <b>Present Principal Occupation</b>   | <b>Citizenship</b> |
| Rosemary T. Berkery<br>Executive Officer                      | Executive Vice President; Vice Chairman; General Counsel  | United States      |
| Carol T. Christ<br>Director                                   | President, Smith College<br>c/o Corporate Secretary's Office<br>222 Broadway, 17th Floor<br>New York, NY 10038  | United States      |



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|   |   |                |
|---|---|----------------|
| Armando M. Codina<br>Director           | Chairman of the Board, Flagler<br>Development Group<br>c/o Corporate Secretary's Office<br>222 Broadway, 17th Floor<br>New York, NY 10038   | United States  |
| Virgis W. Colbert<br>Director           | Corporate Director<br>c/o Corporate Secretary's Office<br>222 Broadway, 17th Floor<br>New York, NY 10038  | United States  |
| Nelson Chai<br>Executive Officer        | Executive Vice President, Chief<br>Financial Officer  | United States  |
| John D. Finnegan<br>Director            | Chairman of the Board, President<br>and Chief Executive Officer of The<br>Chubb Corporation<br>c/o Corporate Secretary's Office<br>222 Broadway, 17th Floor<br>New York, NY 10038 | United States  |
| Gregory J. Fleming<br>Executive Officer | President; Chief Operating Officer  | United States  |
| Judith Mayhew Jonas<br>Director         | Corporate Director<br>c/o Corporate Secretary's Office<br>222 Broadway, 17th Floor<br>New York, NY 10038  | United Kingdom |
| Robert J. McCann<br>Executive Officer   | Executive Vice President; President,<br>Vice Chairman, Global Wealth<br>Management  | United States  |
| Thomas K. Montag<br>Executive Officer   | Executive Vice President;<br>Head of Global Sales & Trading   | United States  |
| Aulana L. Peters<br>Director            | Corporate Director<br>c/o Corporate Secretary's Office<br>222 Broadway, 17th Floor<br>New York, NY 10038  | United States  |
| Joseph W. Prueher<br>Director           | Corporate Director, Former U.S.<br>Ambassador to the People's Republic<br>of China<br>c/o Corporate Secretary's Office  | United States  |

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New York, NY 10038

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|--|--|--------------------|
| Ann N. Reese<br>Director   | Co-Founder and Co-Executive<br>Director of the Center for Adoption<br>Policy<br>c/o Corporate Secretary's Office<br>222 Broadway, 17th Floor<br>New York, NY 10038 | United States      |
| Charles O. Rossotti<br>Director  | Senior Advisor to The Carlyle Group<br>c/o Corporate Secretary's Office<br>222 Broadway, 17th Fl.<br>New York, NY 10038  | United States      |
| Thomas J. Sanzone<br>Executive Officer   | Executive Vice President; Chief<br>Administrative Officer  | United States      |
| John A. Thain<br>Director and Executive<br>Officer                               | Chairman of the Board and Chief<br>Executive Officer   | United States      |
| <b>Merrill Lynch Bank &amp;<br/>Trust Company, FSB</b>                           | <b>Present Principal Occupation</b>  | <b>Citizenship</b> |
| Conrad Druker, Esq.<br>Director  | CPA and Managing Director,<br>Mercadien Group  | United States      |
| John D. Hawke, Jr.<br>Director   | Partner, Arnold & Porter LLP   | United States      |
| Eugene McQuade,<br>Director, Chairman of<br>the Board                            | Vice Chairman Merrill Lynch & Co.  | United States      |
| Matthew B. Skurbe<br>Chief Financial Officer                                     | Director, Merrill Lynch Finance  | United States      |
| Russell L. Stein<br>Director   | Senior Vice President, Merrill Lynch<br>Americas Bank Group  | United States      |
| Lawrence P.<br>Washington<br>Director, President &<br>Chief<br>Operating Officer | Managing Director, Merrill Lynch<br>Americas Bank Group  | United States      |



| <b>Merrill Lynch Canada, Inc.</b>                       | <b>Present Principal Occupation</b>  | <b>Citizenship</b> |
|---|--|--------------------|
| Marcelo Cosma<br>Director, Chief Legal<br>Counsel       | First Vice President, GMI Counsel  | United States      |
| M. Marianne Harris<br>Director, Co-President            | Managing Director, Investment<br>Banking   | Canadian           |
| Daniel M. Mida<br>Director, Executive<br>Vice-President | Managing Director, Investment<br>Banking   | Canadian           |
| Lynn K. Patterson<br>Director, Co-President             | President & Country Head,<br>Managing Director, Fixed Income<br>Currencies & Commodities | Canadian           |
| Guy Savard<br>Director, Chairman                        | Managing Director, Investment<br>Banking   | Canadian           |
| Mark O. Dickerson<br>Secretary                          | First Vice President, GMI Counsel  | Canadian           |
| Gordon H. Weir<br>Chief Financial Officer               | Director, Corporate Controllers  | Canadian           |
| <b>Merrill Lynch<br/>International</b>                  | <b>Present Principal Occupation</b>  | <b>Citizenship</b> |
| Robert C. M. Wigley<br>Director                         | Chairman, Merrill Lynch Europe,<br>Middle East and Africa                                | British            |
| Martin Butler<br>Director, Chief<br>Financial Officer   | Managing Director, Merrill Lynch<br>Europe, Middle East and Africa<br>Business Finance   | British            |
| Brent Clapacs<br>Managing Director                      | Managing Director of EMEA Equity Management  | United States      |
| Michael D'Souza<br>Managing Director                    | Managing Director of EMEA Management   | British            |
| Yasuhiro Fujiwara<br>Managing Director                  | Managing Director of Global Equities   | Japanese           |
| Edmund N. Moriarty<br>Director                          | Chief Risk Officer   | Irish              |



|   |   |                    |
|---|---|--------------------|
| Andrea A. Orcel<br>Director                           | Senior Vice President, Global Origination and President of Global Markets and Investment Banking Merrill Lynch Europe, Middle East and Africa | Italian            |
| David Sobotka<br>Senior Vice President                | Senior Vice President of Global Strategic Risk  | United States      |
| Terry R. Winder<br>Director<br>Treasurer              | Managing Director, Merrill Lynch Europe, Middle East and Africa   | Australian         |
| <b>Merrill Lynch<br/>Portfolio Managers,<br/>Ltd.</b> | <b>Present Principal Occupation</b>   | <b>Citizenship</b> |
| Eva Castillo<br>Director<br>Global Wealth Management  | Managing Director, Head of Merrill Lynch Europe, Middle East & Africa   | Spanish            |
| Daniel C. Cochran<br>Director                         | Senior Vice President, Merrill Lynch & Co., Inc. Office of the President  | United States      |
| Andrew P. Clark<br>Director<br>Management             | Director, Merrill Lynch Europe, Middle East & Africa Global Wealth  | British            |
| Geoffrey N. Tucker<br>Director<br>Management          | Director, Merrill Lynch Europe, Middle East & Africa Global Wealth  | British            |
| Simon G. Miles<br>Director<br>Management              | Director, Merrill Lynch Europe, Middle East & Africa Global Wealth  | British            |
| Keith Pearson<br>Director                             | First Vice President, Merrill Lynch Europe, Middle East & Africa Global Wealth Management Finance   | British            |

**SCHEDULE IV**  
**PURCHASE OR SALE OF COMMON STOCK**

Merrill Lynch, Pierce, Fenner & Smith Incorporated engaged in open market transactions, which are summarized below to report (i) the type of transaction effected, (ii) the executed date of the transaction, (iii) the price per share at which the transactions were effected, (iv) the total amount of shares that were the subject of transactions effected on each day, and (v) the securities exchange on which the transaction was effected:

| <b>Buy / Sell</b> | <b>Trade Date</b> | <b>Price</b> | <b>Quantity</b> | <b>Exchange</b> |
|-------------------|-------------------|--------------|-----------------|-----------------|
| Buy               | 2008-10-14        | 28.82        | 1000            | TSX             |
| Sell              | 2008-10-15        | 32.22        | 3222            | TSX             |
| Sell              | 2008-10-16        | 26.96        | 4               | TSX             |
| Sell              | 2008-10-16        | 26.89        | 540             | TSX             |
| Sell              | 2008-10-16        | 26.88        | 360             | TSX             |
| Sell              | 2008-10-16        | 26.89        | 100             | TSX             |
| Sell              | 2008-10-22        | 28.60        | 175             | TSX             |
| Sell              | 2008-10-23        | 27.88        | 92              | TSX             |
| Buy               | 2008-10-24        | 35.55        | 7110000         | TSX             |
| Sell              | 2008-10-24        | 35.55        | 7110000         | TSX             |
| Sell              | 2008-10-29        | 27.85        | 15              | TSX             |
| Sell              | 2008-10-29        | 27.35        | 100             | TSX             |
| Buy               | 2008-11-03        | 35.30        | 13943500        | TSX             |
| Sell              | 2008-11-03        | 35.30        | 13943500        | TSX             |
| Sell              | 2008-11-10        | 31.55        | 2022            | TSX             |
| Buy               | 2008-11-19        | 36.50        | 18250000        | TSX             |
| Sell              | 2008-11-20        | 28.65        | 1830            | TSX             |
| Buy               | 2008-11-20        | 35.52        | 14208000        | TSX             |
| Buy               | 2008-11-21        | 34.55        | 7870490         | TSX             |
| Buy               | 2008-11-25        | 38.35        | 21487505        | TSX             |
| Sell              | 2008-11-25        | 38.35        | 23243935        | TSX             |
| Sell              | 2008-12-05        | 17.93        | 5               | TSX             |