

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  
 OO

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
--	--	---

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 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
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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  
EXCLUDES CERTAIN SHARES

[ ]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

8.2% (the 4,706,547 ADSs represent 32,945,829 Class D Shares, which  
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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		Class D Shares: 32,945,829*
	BENEFICIALLY		ADSs: 4,706,547
	OWNED BY	8	SHARED VOTING POWER
	EACH		Class D Shares: None
	REPORTING		ADSs: None
	PERSON	9	SOLE DISPOSITIVE POWER
	WITH		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  
EXCLUDES CERTAIN SHARES

[ ]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

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).

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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  
EXCLUDES CERTAIN SHARES [ ]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11  
  
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  
  
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CUSIP NO. P3055Q103 (Class D. Shares)  
204429101 (ADSs) Pa

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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\*  
ADSs: 4,706,547

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12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11  
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13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11  
  
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-----

14 TYPE OF REPORTING PERSON  
  
HC

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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

Class D Shares: 32,945,829\*  
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12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11  
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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

7 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	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

Class D Shares: 32,945,829\*  
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8

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  
 REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

[ ]

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

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

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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)
- 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)