

TELEFONOS DE MEXICO S A DE C V
Form F-6 POS
September 28, 2006

As filed with the U.S. Securities and Exchange Commission on September 28, 2006
Registration No. 333-125023

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

**POST-EFFECTIVE AMENDMENT TO
FORM F-6
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933
For Depository Shares Evidenced by American Depository Receipts**

TELÉFONOS DE MÉXICO, S.A. DE C.V.

(Exact name of issuer of deposited securities as specified in its charter)

Telephones of Mexico

(Translation of issuer's name into English)

United Mexican States

(Jurisdiction of incorporation or organization of issuer)

JPMORGAN CHASE BANK, N.A.

(Exact name of depository as specified in its charter)

4 New York Plaza, New York, NY 10004

Tel: (212) 623-0636

(Address, including zip code, and telephone number, including area code, of depository's principal executive offices)

CT Corporation System

111 Eighth Avenue, 13th Floor

New York, New York 10011

Tel: (212) 894-8940

(Address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Scott A. Ziegler, Esq.

Ziegler, Ziegler & Associates LLP

570 Lexington Avenue, 44th Floor

New York, New York 10022

United States of America

Tel: (212) 319-7600

Nicolas Grabar, Esq.

Cleary Gottlieb Steen & Hamilton LLP

One Liberty Plaza

New York, New York 10006

United States of America

Tel: (212) 225-2000

It is proposed that this filing become effective under Rule 466

o immediately upon filing

o on (Date) at (Time)

If a separate registration statement has been filed to register the deposited shares, check the following box.

CALCULATION OF REGISTRATION FEE

| Title of each class of Securities to be registered | Amount to be registered | Proposed maximum | Proposed maximum | Amount of registration fee |
|---|------------------------------------|-----------------------------|-----------------------------|---------------------------------------|
|---|------------------------------------|-----------------------------|-----------------------------|---------------------------------------|

| | | aggregate price per unit(1) | aggregate offering price | |
|---|-----|--|-------------------------------------|-----|
| American Depositary Shares evidenced by American Depositary Receipts, each American Depositary Share representing 20 Series L Shares of Teléfonos de México, S.A. de C.V. | N/A | N/A | N/A | N/A |

(1)Each unit represents one American Depositary Share.

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

**PART I
INFORMATION REQUIRED IN PROSPECTUS**

The Prospectus consists of the proposed form of American Depositary Receipt (“ADR” or “American Depositary Receipt”) filed as an exhibit to the form of Amended and Restated Deposit Agreement filed as Exhibit (a) to this Registration Statement, which is incorporated herein by reference.

CROSS REFERENCE SHEET

Item 1. DESCRIPTION OF SECURITIES TO BE REGISTERED

| Item Number and Caption | Location in Form of ADR Filed Herewith as Prospectus |
|--|---|
| 1. Name of depositary and address of its principal executive office | Face, introductory paragraph and final sentence on face. |
| 2. Title of ADR and identity of deposited securities | Face, top center and introductory paragraph |
| Terms of Deposit | |
| (i) The amount of deposited securities represented by one unit of ADRs | Face, upper right corner and introductory paragraph |
| (ii) The procedure for voting, if any, the deposited securities | Reverse, paragraph (14) |
| (iii) The procedure for collection and distribution of dividends | Face, paragraphs (4), (5) and (8); Reverse, paragraph (12) |
| (iv) The procedure for transmission of notices, reports and proxy soliciting material | Reverse, paragraphs (13), (14) and (16) |
| (v) The sale or exercise of rights | Face, paragraphs (4) and (5); Reverse, paragraph (12) |
| (vi) The deposit or sale of securities resulting from dividends, splits or plans of reorganization | Face, paragraphs (4) and (5); Reverse, paragraphs (12) and (15) |
| (vii) Amendment, extension or termination of the deposit | Reverse, paragraphs (20) and (21) (no provision) |

agreement

for extension)

(viii) Rights of holders of ADRs
to inspect the transfer books
of the Depositary and the
lists of holders of ADRs

Reverse, paragraph (16)

| | | |
|------|--|--|
| (ix) | Restrictions upon the right to deposit or withdraw the underlying securities | Face, paragraphs (2), (3), (4) and (5) |
| (x) | Limitation upon the liability of the Depositary | Reverse, paragraph (18) |
| 3. | Description of all fees and charges that may be imposed directly or indirectly against the holders of ADRs | Face, paragraph (8) |

Item 2. AVAILABLE INFORMATION

| | Item Number and Caption | Location in Form of ADR Filed Herewith as Prospectus |
|------|---|--|
| 2(b) | Statement that the foreign issuer is subject to the periodic reporting requirements of the Securities Exchange Act of 1934 and, accordingly, files certain reports with the Securities and Exchange Commission and that such reports can be inspected by holders of ADRs and copied at public reference facilities maintained by the Commission in Washington, D.C. | Face, paragraph (11) |

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 3. EXHIBITS

- (a) **Deposit Agreement.** Form of Amended and Restated Deposit Agreement dated as of September , 2006 among Teléfonos de México, S.A. de C.V., JPMorgan Chase Bank, N.A., as depositary (the "Depositary"), and all holders from time to time of ADRs issued thereunder (as so amended, the "Deposit Agreement") filed herewith.
- (b) **Any other agreement to which the Depositary is a party relating to the issuance of the American Depositary Shares registered hereunder or the custody of the deposited securities represented thereby.** Not Applicable.
- (c) **Every material contract relating to the deposited securities between the Depositary and the issuer of the deposited securities in effect at any time within the last three years.** Not Applicable.
- (d) **Opinion of Ziegler, Ziegler & Associates LLP, counsel to the Depositary, as to the legality of the securities being registered.** Previously filed.

(f) **Power of Attorney.** Filed herewith.

Item 4. UNDERTAKINGS

- (a) The Depositary hereby undertakes to make available at the principal office of the Depositary in the United States, for inspection by holders of the American Depositary Receipts, any reports and communications received from the issuer of the deposited securities which are both (1) received by the Depositary as the holder of the deposited securities, and (2) made generally available to the holders of the underlying securities by the issuer.
 - (b) If the amounts of fees charged are not disclosed in the prospectus, the Depositary undertakes to prepare a separate document stating the amount of any fee charged and describing the service for which it is charged and to deliver promptly a copy of such fee schedule without charge to anyone upon request. The Depositary undertakes to notify each registered holder of an American Depositary Receipt thirty days before any change in the fee schedule.
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SIGNATURE

Pursuant to the requirements of the Securities Act of 1933, as amended, JPMorgan Chase Bank, N.A., on behalf of the legal entity created by the Deposit Agreement, certifies that it has reasonable grounds to believe that all the requirements for filing on Form F-6 are met and has duly caused this Post-Effective Amendment to Registration Statement on Form F-6 to be signed on its behalf by the undersigned, thereunto duly authorized, in The City of New York, State of New York, on September 27, 2006.

By: JPMORGAN CHASE BANK, N.A., as Depositary

By: /s/Joseph M. Leinhauser .

Name: Joseph M. Leinhauser

Title: Vice President

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, Teléfonos de México, S.A. de C.V. certifies that it has reasonable grounds to believe that all the requirements for filing on Form F-6 are met and has duly caused this Post-Effective Amendment to Registration Statement on Form F-6 to be signed on its behalf by the undersigned, thereunto duly authorized, on September 27, 2006.

TELÉFONOS DE MÉXICO, S.A. DE C.V.

By: /s/ Adolfo Cerezo Pérez

Name: Adolfo Cerezo Pérez

Title: Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement on Form F-6 has been signed by the following persons in the capacities indicated as of September 27, 2006.

| Name | Title |
|--|----------------------------|
| Carlos Slim Helú | Honorary Chairman for Life |
| | |
| /s/Jaime Chico Pardo* Jaime Chico Pardo | Chairman |
| | |
| /s/Carlos Slim Domit* Carlos Slim Domit | Co-Chairman |
| | |
| /s/Juan Antonio Pérez Simón* Juan Antonio Pérez Simón | Vice Chairman |
| | |
| Emilio Azcárraga Jean | Director |
| | |
| Antonio Cosío Ariño | Director |

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/s/Laura Diez Barroso de Laviada*
Laura Diez Barroso de Laviada Director

Élmer Franco Macías Director

/s/Ángel Losada Moreno*
Ángel Losada Moreno Director

Rómulo O'Farrill Jr. Director

/s/Fernando Senderos Mestre*
Fernando Senderos Mestre Director

/s/Marco Antonio Slim Domit*
Marco Antonio Slim Domit Director

/s/Rayford Wilkins, Jr.*
Rayford Wilkins, Jr. Director

/s/Richard P. Resnick*
Richard P. Resnick Director

/s/Amparo Espinosa Rugarcía*
Amparo Espinosa Rugarcía Director

/s/Rafael Kalach Mizrahi*
Rafael Kalach Mizrahi Director

/s/Ricardo Martín Bringas*
Ricardo Martín Bringas

Director

Larry I. Boyle

Director

/s/ Héctor Slim Seade*
Héctor Slim Seade

Chief Executive Officer

/s/Adolfo Cerezo Pérez
Adolfo Cerezo Pérez

Chief Financial and Accounting Officer

/s/Donald J. Puglisi*
Donald J. Puglisi

Authorized Representative in the United States

***By:** /s/ Adolfo Cerezo Pérez
Name: Adolfo Cerezo Pérez
Title: Power of Attorney

INDEX TO EXHIBITS

| Exhibit Number | |
|-------------------|--|
| (a) | Form of Amended and Restated Deposit Agreement |
| (f) | Power of Attorney |
