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AES CORPORATION
Form SC 13D/A
December 10, 2001

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13D/A
(RULE 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO
13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO 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)

Barry J. Sharp, Senior Vice President and Chief Financial Officer,
The AES Corporation 1001 North 19th Street Arlington, Virginia 22209,
Tel: (703) 522-1315

Copy to:

Michael E. Gizang,
Skadden, Arps, Slate, Meagher & Flom LLP
Four Times Square,
New York, NY 10036,
Tel: (212) 735-2704

(Name, Address and Telephone Number of Person

Authorized to Receive Notices and Communications)

December 7, 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 which is the subject of this Schedule 13D, and is

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

 CUSIP NO. P3055Q103 (Class D Shares) 13D PAGE 3
 204421101 (ADSs)

1 NAMES OF REPORTING PERSONS
 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
 The AES Corporation

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

3 SEC USE ONLY

4 SOURCE OF FUNDS
 OO, 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	Class D Shares: 50,255,189
			ADSs: 785

NUMBER OF	8	SHARED VOTING POWER	Class D Shares: None
SHARES			ADSs: None

BENEFICIALLY	9	SOLE DISPOSITIVE POWER	Class D Shares: 50,255,189
OWNED BY			ADSs: 785

REPORTING	10	SHARED DISPOSITIVE POWER	Class D Shares: None
PERSON WITH			ADSs: None

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 Class D Shares: 50,255,189
 ADSs: 785

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 10.6% (the 50,255,189 Class D Shares and 785 ADSs represent
 approximately 10.6% of the total Class D Shares outstanding
 (including Class D Shares represented by ADSs)). See Item 5.

14 TYPE OF REPORTING PERSON
 HC

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CUSIP NO.P3055Q103 (Class D Shares)
204421101 (ADSs)

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1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
AES Channon Holdings B.V.

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

3 SEC USE ONLY

4 SOURCE OF FUNDS
OO, 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
The Netherlands

	7	SOLE VOTING POWER	Class D Shares: 50,255,189 ADSs: 785
NUMBER OF	8	SHARED VOTING POWER	Class D Shares: None ADSs: None
BENEFICIALLY			
OWNED BY	9	SOLE DISPOSITIVE POWER	Class D Shares: 50,255,189 ADSs: 785
REPORTING			
PERSON WITH	10	SHARED DISPOSITIVE POWER	Class D Shares: None ADSs: None

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
Class D Shares: 50,255,189
ADSs: 785

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

10.6% (the 50,255,189 Class D Shares and 785 ADSs represent
approximately 10.6% of the total Class D Shares outstanding
(including Class D Shares represented by ADSs)). See Item 5.

14 TYPE OF REPORTING PERSON
CO

CUSIP NO. P3055Q103 (Class D Shares)
204421101 (ADSs)

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1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
Corporacion EDC, C.A.

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

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(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS
OO, WC

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Venezuela

	7	SOLE VOTING POWER	Class D Shares:	50,255,189
			ADs:	785

NUMBER OF SHARES	8	SHARED VOTING POWER	Class D Shares:	None
			ADs:	None

BENEFICIALLY OWNED BY	9	SOLE DISPOSITIVE POWER	Class D Shares:	50,255,189
			ADs:	785

REPORTING PERSON WITH	10	SHARED DISPOSITIVE POWER	Class D Shares:	None
			ADs:	None

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
Class D Shares: 50,255,189
ADs: 785

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

10.6% (the 50,255,189 Class D Shares and 785 ADs represent
approximately 10.6% of the total Class D Shares outstanding
(including Class D Shares represented by ADs)). See Item 5.

14 TYPE OF REPORTING PERSON
CO

CUSIP NO.P3055Q103 (Class D Shares) 13D PAGE 9
204421101 (ADs)

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
Inversiones Inxtel, C.A.

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

3 SEC USE ONLY

4 SOURCE OF FUNDS
OO, AF

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

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6 CITIZENSHIP OR PLACE OF ORGANIZATION
Venezuela

	7	SOLE VOTING POWER	Class D Shares: 50,255,189 ADSs: 785
NUMBER OF SHARES BENEFICIALLY OWNED BY REPORTING PERSON WITH	8	SHARED VOTING POWER	Class D Shares: None ADSs: None
	9	SOLE DISPOSITIVE POWER	Class D Shares: 50,255,189 ADSs: 785
	10	SHARED DISPOSITIVE POWER	Class D Shares: None ADSs: None

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
Class D Shares: 50,255,189
ADSs: 785

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

10.6% (the 50,255,189 Class D Shares and 1,000 ADSs represent approximately 10.6% of the total Class D Shares outstanding (including Class D Shares represented by ADSs)). See Item 5.

14 TYPE OF REPORTING PERSON
CO

CUSIP NO.P3055Q103 (Class D Shares) 13D PAGE 11
204421101 (ADSs)

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
AES Comunicaciones de Venezuela, C.A.

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
Venezuela

	7	SOLE VOTING POWER	Class D Shares: 50,255,189 ADSs: 785
NUMBER OF	8	SHARED VOTING POWER	Class D Shares: None

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SHARES		ADSs: None
BENEFICIALLY OWNED BY REPORTING PERSON WITH	-----	-----
9	SOLE DISPOSITIVE POWER	Class D Shares: 50,255,189 ADSs: 785
10	SHARED DISPOSITIVE POWER	Class D Shares: None ADSs: None

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON Class D Shares: 50,255,189 ADSs: 785	

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

13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 10.6% (the 50,255,189 Class D Shares and 785 ADSs represent approximately 10.6% of the total Class D Shares outstanding (including Class D Shares represented by ADSs)). See Item 5.	

14	TYPE OF REPORTING PERSON CO	

This Amendment No. 6 to Schedule 13D ("Amendment No. 6") amends and supplements the statement on Schedule 13D originally filed on July 3, 2001 with the Securities and Exchange Commission (the "SEC") by The AES Corporation ("AES"), AES Channon Holdings B.V., Corporacion EDC, C.A., Inversiones Inextel, C.A., Servicios EDC, C.A. and Inversiones Onapo, C.A., as amended and supplemented prior to the date hereof (the "Schedule 13D").

Capitalized terms used herein and not otherwise defined herein shall have the meanings ascribed to them in the Schedule 13D.

Item 4. Purpose of Transaction.

Item 4 of the Schedule 13D is hereby amended and supplemented by deleting Item 4 in its entirety and replacing it with the following:

AES intends to review its investment in the Issuer on a continuing basis. In this regard, the Reporting Persons may purchase additional Class D Shares or ADSs, or may sell all or a portion of the Class D Shares or ADSs held by it, in any case in market, in private transactions or otherwise. The Reporting Persons may also pledge, encumber or otherwise transfer or engage in other transactions with respect to all or a portion of such Class D Shares or ADSs. In addition, the Reporting Persons may from time to time approach and engage in discussions with the Issuer, other security holders of the Issuer or third parties with respect to any of the foregoing and the business and business strategies of the Issuer, including such matters as acquisitions, dispositions and other extraordinary transactions, changes in management and dividend policies of the Issuer and the nomination and election of one or more directors of the Issuer. The Reporting Persons' actions with respect to its investment in the Issuer will depend on such factors as the Reporting Persons deem relevant at the time, including among other things, the Reporting Persons' evaluation of the Issuer's business, prospects and financial condition, the market for the Issuer's securities, other opportunities available to the Reporting Persons, prospects for the Reporting Persons' own business, general

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economic conditions, including economic conditions in the Republic of Venezuela, stock market conditions and other future developments.

The Reporting Persons reserve the right to change their purpose in respect of the Class D Shares and ADSs and take such actions as they deem appropriate in light of the circumstances existing at the time, including without limitation, the matters set forth above.

Except as indicated above, none of the Reporting Persons, and, to the best of the Reporting Persons' knowledge, none of the persons listed in Schedule A hereto, have any present plans or proposals that relate to or would result in any of the actions described in Subparagraphs (a) through (j) of Item 4 of Schedule 13D.

Item 5. Interest in Securities of the Issuer.

Item 5 of the Schedule 13D is hereby amended and supplemented by adding the following paragraph:

In connection with the Issuer's share repurchase program to purchase in Venezuela Class D Shares for \$4.2857143 per share, and the Issuer's tender offer to purchase in the United States 19,843,658 ADSs for \$30.00 per ADS, representing in the aggregate 138,905,606 Class D Shares, AES Comunicaciones de Venezuela validly tendered 64,000,999 Class D Shares and 1,000 ADSs. As a result of such tender and taking into account the final global proration factor of 21.477493762%, the Reporting Persons sold to the Issuer 13,745,810 Class D Shares and 215 ADSs of the Issuer reducing the Reporting Person's interest from 64,001,000 to 50,255,189 Class D Shares and from 1,000 to 785 ADSs.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Amendment to Schedule 13D is true, complete and correct.

The AES Corporation

By: /s/ Paul Hanrahan

Name: Paul Hanrahan

Title: Executive Vice President

Date: December 10, 2001

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Amendment to Schedule 13D is true, complete and correct.

AES Channon Holdings B.V.

By: /s/ Steven P. Clancy

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Name: Steven P. Clancy
Title: Director

Date: December 10, 2001

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Amendment to Schedule 13D is true, complete and correct.

Corporacion EDC, C.A.

By: /s/ Paul Hanrahan

Name: Paul Hanrahan
Title: Director

Date: December 10, 2001

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Amendment to Schedule 13D is true, complete and correct.

Inversiones Innextel, C.A.

By: /s/ Steven P. Clancy

Name: Steven P. Clancy
Title: Director

Date: December 10, 2001

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Amendment to Schedule 13D is true, complete and correct.

AES Comunicaciones de Venezuela, C.A

By: /s/ Paul Hanrahan

Name: Paul Hanrahan
Title: Director

Date: December 10, 2001