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AMDOCS LTD  
Form SC 13D/A  
January 31, 2002

SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

SCHEDULE 13D/A  
(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)

AMDOCS LIMITED

-----  
(Name of Issuer)

Ordinary Shares, par value (pound)0.01

-----  
(Title of Class of Securities)

G02602 10 3

-----  
(Cusip Number)

Wayne Wirtz, Esq.  
SBC Communications Inc.  
175 East Houston  
San Antonio, TX 78205  
(210) 351-3736

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

January 28, 2002

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

(continued on following pages)  
(Page 1 of 7 Pages)

-----  
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13D/A

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-----  
1 NAME OF REPORTING PERSON SBC COMMUNICATIONS INC.  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON 43-1301883  
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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 Delaware

|  |    |   |             |
|--|----|---|-------------|
| NUMBER OF  | 7  | SOLE VOTING POWER   | 0           |
| SHARES   | 8  | SHARED VOTING POWER   | 30,654,138* |
| BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH |    | * Does not include 5,675,798 non-voting Shares.   |             |
|  | 9  | SOLE DISPOSITIVE POWER  | 0           |
|  | 10 | SHARED DISPOSITIVE POWER  | 26,329,936* |
|  |    | * Does not include 10,000,000 Shares for which the reporting person has voting rights only. |             |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 36,329,936

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 16.3%

14 TYPE OF REPORTING PERSON HC

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1 NAME OF REPORTING PERSON SBC INTERNATIONAL, INC.  
 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON 43-1380735

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

3 SEC USE ONLY

4 SOURCE OF FUNDS WC

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                                  |    | Delaware  |
|    | NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH     | 7  | SOLE VOTING POWER 0   |
|    |   | 8  | SHARED VOTING POWER 30,654,138*   |
|    |   | 9  | * Does not include 5,675,798 non-voting Shares. SOLE DISPOSITIVE POWER 0                    |
|    |   | 10 | SHARED DISPOSITIVE POWER 26,329,936*  |
|    |   |    | * Does not include 10,000,000 Shares for which the reporting person has voting rights only. |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON          |    | 36,329,936  |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES |    | [ ]   |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)                    |    | 16.3%   |
| 14 | TYPE OF REPORTING PERSON  |    | CO  |

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|    |  |    |                                     |
|----|--|----|-------------------------------------|
| 1  | NAME OF REPORTING PERSON   |    | SBC OPTION DELIVERY, LLC            |
|    | S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON                                      |    |                                     |
| 2  | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP                                       |    | (a) [ ]<br>(b) [ ]                  |
| 3  | SEC USE ONLY   |    |                                     |
| 4  | SOURCE OF FUNDS  |    | 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   |    | Delaware                            |
|    | NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH                      | 7  | SOLE VOTING POWER 0                 |
|    |  | 8  | SHARED VOTING POWER 12,945,823      |
|    |  | 9  | SOLE DISPOSITIVE POWER 0            |
|    |  | 10 | SHARED DISPOSITIVE POWER 12,945,823 |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON                           |    | 12,945,823                          |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES                  |    | [ ]                                 |

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|    |  |      |
|----|--|------|
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) | 5.8% |
| 14 | TYPE OF REPORTING PERSON                           | CO   |

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AMENDMENT NO. 6 TO SCHEDULE 13D  
RELATING TO ORDINARY SHARES  
OF AMDOCS LIMITED

This Amendment No. 6 to the Schedule 13D filed on February 22, 2000 (the "Original 13D"), by SBC Communications Inc. ("SBC") and SBC International, Inc. ("SBCI") is being filed to report the disposition of ordinary shares of Amdocs Limited (the "Company"). Item 1. Security and Issuer

This statement relates to the Ordinary Shares, par value (pound)0.01 (the "Shares"), of Amdocs Limited, a company organized under the laws of the Island of Guernsey. The Shares trade on the New York Stock Exchange under the symbol "DOX". The principal executive office of the Company is Suite 5, Tower Hill House Le Bordage, St. Peter Port, Island of Guernsey, GY1 3QT Channel Islands.

Item 4. Purpose of Transaction

Since the filing of Amendment No. 5 on December 7, 2002, SBC has disposed of 2,928,000 Shares through open market sales.

Item 5. Interest in Securities of the Issuer

(a) SBCI beneficially owns 36,329,936 Shares representing 16.3% of the outstanding ordinary Shares class. SBCO beneficially owns 12,945,823 Shares representing 5.8% of the outstanding ordinary Shares class. As of November 30, 2001, the capital structure of the Company consists of 222,742,898 Shares (according to Form 6-K filed by the Company on December 27, 2001). SBC possesses ultimate beneficial ownership of the reported Shares by virtue of its ownership of SBCI and SBCO.

(b) SBCI beneficial ownership interest 1,2:

|   |                   |
|---|-------------------|
| Percent of class.....                                     | 16.3%             |
| Sole power to vote or to direct the vote.....             | 0 Shares          |
| Shared power to vote or to direct the vote.....           | 30,654,138 Shares |
| Sole power to dispose or to direct the disposition of.... | 0 Shares          |
| Shared power to dispose or direct the disposition of...   | 26,329,936 Shares |

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SBCO beneficial ownership interest 3:

|  |                   |
|--|-------------------|
| Percent of class.....                                      | 5.8%              |
| Sole power to vote or to direct the vote.....              | 0 Shares          |
| Shared power to vote or to direct the vote.....            | 12,945,823 Shares |
| Sole power to dispose or to direct the disposition of..... | 0 Shares          |

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Shared power to dispose or direct the disposition of....12,945,823 Shares

- 1 SBC and SBCI have shared voting power, but not dispositive power, over 10,000,000 Shares pursuant to an irrevocable proxy granted by Amdocs International Limited to SBCI (proxy expires on June 11, 2002).
- 2 Does not include 5,675,798 Shares which are non-voting so long as they are directly or indirectly owned by SBC. Each non-voting Share will convert into one Share with voting rights upon its sale.
- 3 Each of SBC and SBCI has ultimate control over these Shares by virtue of their ownership of SBCO.

(c) During the past sixty days, SBCI and SBCO disposed of Shares as follows:

| Transaction Date | Type of Transaction | Selling Company | Number of Shares | Average Price Per Share |
|------------------|---------------------|-----------------|------------------|-------------------------|
| 12/05/01         | Open Market Sales   | SBCO            | 600,000          | \$34.43                 |
| 01/09/02         |                     |                 | 19,500           | \$38.86                 |
| 01/10/02         |                     |                 | 27,400           | \$38.00                 |
| 01/23/02         |                     |                 | 207,000          | \$36.42                 |
| 01/24/02         |                     |                 | 857,000          | \$36.59                 |
| 01/25/02         |                     |                 | 850,000          | \$37.22                 |
| 01/28/02         |                     |                 | 367,100          | \$36.22                 |

(d) None.

(e) Not applicable.

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### 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.

SBC COMMUNICATIONS INC.

Dated: January 30, 2002

By: /s/ James S. Kahan  
James S. Kahan  
Senior Executive Vice President -  
Corporate Development

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SBC INTERNATIONAL, INC.

Dated: January 30, 2002

By: /s/ James S. Kahan  
James S. Kahan  
Executive Vice President - Development

SBC OPTION DELIVERY, LLC

By SBC Hedging Management, LLC  
Manager of SBC Option Delivery, LLC

Dated: January 30, 2002

By: /s/ Hal E. Rainbolt  
Hal E. Rainbolt  
Director, SBC Hedging Management, LLC