

PORTUGAL TELECOM SGPS SA
Form 6-K
April 07, 2006

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 6-K

Report of Foreign Private Issuer
Pursuant to Rule 13a-16 or 15d-16 of the
Securities Exchange Act of 1934

For the month of April, 2006

Commission File Number 1-13758

PORTUGAL TELECOM, SGPS, S.A.

(Exact name of registrant as specified in its charter)

Av. Fontes Pereira de Melo, 40
1069 - 300 Lisboa, Portugal
(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

Form 20-F Form 40-F

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes No

ANNUAL GENERAL MEETING OF SHAREHOLDERS

PORTUGAL TELECOM, SGPS, S.A.

21 April 2006

PROPOSAL OF THE BOARD OF DIRECTORS

ITEM 9 ON THE AGENDA:

(To resolve on the amendment of paragraph 5 of article 13 of the Articles of Association)

Whereas:

A) The implementation of the capital increase and reduction transactions under items 10 and 11 will imply changes to the par value of the shares representing the capital in the Company;

B) With a view to maintaining the number of shares that currently, by application of the Articles of Association, grant the right to attend and exercise voting rights at the General Meeting of shareholders, it is necessary to amend the wording of paragraph 5 of article 13 of the Articles of Association;

C) Independent of whether the capital increase and reduction under items 10 and 11 on the agenda are approved, the amendment to the criteria according to which the voting rights at the General Meetings of Shareholders are granted is justifiable;

We propose that it be resolved:

To amend paragraph 5 of article 13 of the Articles of Association, which shall read as follows:

Article 13

1. [].

2. [].

3. [].

4. [].

5. To each 500 shares shall correspond one vote, and Shareholders having less than such number of shares may form a group so that, jointly and arranging to be represented by one of the group's members, they make up the number of shares required to exercise voting rights.

6. [].

7. [].

8. [].

9. [].

10. [].

11. [].

12. [].

13. [].

14. [].

a) [].

b) [].

15. [].

16. [].

Lisbon, 6 March 2006

The Board of Directors

