

Edgar Filing: TELEFONOS DE MEXICO S A DE C V - Form SC 13D/A

TELEFONOS DE MEXICO S A DE C V
Form SC 13D/A
February 25, 2005

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D
Under the Securities Exchange Act of 1934

(Amendment No. 17)*

Telefonos de Mexico, S.A. de C.V. (the "Issuer")

(Name of Issuer)

American Depositary Shares ("L Share ADSs"), each representing 20 Series L Shares ("L Shares")

American Depositary Shares ("A Share ADSs"), each representing 20 Series A Shares ("A Shares")

(Title of Class of Securities)

879403780 for L Share ADSs(1)

879403400 for A Share ADSs(2)

(CUSIP Number)

Rafael Robles Miaja
Galicia y Robles, S.C.
Boulevard Manuel Avila Camacho 24
Torre del Bosque
Piso 7
Colonia: Lomas de Chapultepec
Mexico, D.F. 11000, Mexico
(5255) 5540-9225

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

February 8, 2005

(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 schedule because of ss.ss.240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box .

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See ss.240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of

Edgar Filing: TELEFONOS DE MEXICO S A DE C V - Form SC 13D/A

the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(1) CUSIP number is for the L Share ADSs only. No CUSIP number exists for the underlying L Shares, since such shares are not traded in the United States.

(2) CUSIP number is for the A Share ADSs only. No CUSIP number exists for the underlying A Shares, since such shares are not traded in the United States.

CUSIP No. 879403780 L Share ADSs 13D
879403400 A Share ADSs

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

Carlos Slim Helu
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)
(b)
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS*
AF (See Item 3)
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEM 2(d) or 2(e)
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION
Mexico
- 7 SOLE VOTING POWER
40,000 A Shares and 100,000 L Shares (See Item 5)
- 8 SHARED VOTING POWER
45,997,330 A Shares and 3,572,742,401 L Shares
(See Item 5)
- 9 SOLE DISPOSITIVE POWER
40,000 A Shares and 100,000 L Shares (See Item 5)
- 10 SHARED DISPOSITIVE POWER
45,997,330 A Shares and 3,572,742,401 L Shares
(See Item 5)
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
46,037,330 A Shares and 3,572,842,401 L Shares (See Item 5)
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES*
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
18.3% of A Shares and 38.9% of L Shares (See Item 5)
- 14 TYPE OF REPORTING PERSON*
IN

Edgar Filing: TELEFONOS DE MEXICO S A DE C V - Form SC 13D/A

*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 879403780 L Share ADSs 13D
879403400 A Share ADSs

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

Carlos Slim Domit
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)
(b)
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS*
AF (See Item 3)
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEM 2(d) or 2(e)
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION
Mexico
- 7 SOLE VOTING POWER
8,132 L Shares (See Item 5)
- 8 SHARED VOTING POWER
45,997,330 A Shares and 3,572,742,401 L Shares
(See Item 5)
- 9 SOLE DISPOSITIVE POWER
8,132 L Shares (See Item 5)
- 10 SHARED DISPOSITIVE POWER
45,997,330 A Shares and 3,572,742,401 L Shares
(See Item 5)
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
45,997,330 A Shares and 3,572,750,533 L Shares (See Item 5)
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES*
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
18.3% of A Shares and 38.9% of L Shares (See Item 5)
- 14 TYPE OF REPORTING PERSON*
IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 879403780 L Share ADSs 13D
879403400 A Share ADSs

Edgar Filing: TELEFONOS DE MEXICO S A DE C V - Form SC 13D/A

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

Marco Antonio Slim Domit
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)
(b)
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS*
AF (See Item 3)
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEM 2(d) or 2(e)
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION
Mexico

- | | | |
|--|---|--|
| | 7 | SOLE VOTING POWER 8,132 L Shares (See Item 5) |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 8 | SHARED VOTING POWER 45,997,330 A Shares and 3,572,742,401 L Shares (See Item 5) |
| | 9 | SOLE DISPOSITIVE POWER 8,132 L Shares (See Item 5) |
| | 10 | SHARED DISPOSITIVE POWER 45,997,330 A Shares and 3,572,742,401 L Shares (See Item 5) |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 45,997,330 A Shares and 3,572,750,533 L Shares (See Item 5) | |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* <input checked="" type="checkbox"/> | |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 18.3% of A Shares and 38.9% of L Shares (See Item 5) | |
| 14 | TYPE OF REPORTING PERSON* IN | |

*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 879403780 L Share ADSs 13D
879403400 A Share ADSs

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

Patrick Slim Domit
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)
(b)

Edgar Filing: TELEFONOS DE MEXICO S A DE C V - Form SC 13D/A

3 SEC USE ONLY

4 SOURCE OF FUNDS*
AF and PF (See Item 3)

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Mexico

7 SOLE VOTING POWER
335,324 L Shares (See Item 5)

8 SHARED VOTING POWER
45,997,330 A Shares and 3,572,742,401 L Shares
(See Item 5)

9 SOLE DISPOSITIVE POWER
335,324 L Shares (See Item 5)

10 SHARED DISPOSITIVE POWER
45,997,330 A Shares and 3,572,742,401 L Shares
(See Item 5)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
45,997,330 A Shares and 3,573,077,725 L Shares (See Item 5)

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
18.3% of A Shares and 38.9% of L Shares (See Item 5)

14 TYPE OF REPORTING PERSON*
IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 879403780 L Share ADSs 13D
879403400 A Share ADSs

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

Maria Soumaya Slim Domit

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

3 SEC USE ONLY

4 SOURCE OF FUNDS*
AF (See Item 3)

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

Edgar Filing: TELEFONOS DE MEXICO S A DE C V - Form SC 13D/A

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Mexico

| | | |
|--|----|--|
| | 7 | SOLE VOTING POWER 8,134 L Shares (See Item 5) |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 8 | SHARED VOTING POWER 45,997,330 A Shares and 3,572,742,401 L Shares (See Item 5) |
| | 9 | SOLE DISPOSITIVE POWER 8,134 L Shares (See Item 5) |
| | 10 | SHARED DISPOSITIVE POWER 45,997,330 A Shares and 3,572,742,401 L Shares (See Item 5) |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
45,997,330 A Shares and 3,572,750,535 L Shares (See Item 5)

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
18.3% of A Shares and 38.9% of L Shares (See Item 5)

14 TYPE OF REPORTING PERSON*
IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 879403780 L Share ADSs 13D
879403400 A Share ADSs

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

Vanessa Paola Slim Domit

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

3 SEC USE ONLY

4 SOURCE OF FUNDS*
AF (See Item 3)

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Mexico

| | | |
|---|---|---|
| | 7 | SOLE VOTING POWER 408,134 L Shares (See Item 5) |
| NUMBER OF SHARES BENEFICIALLY OWNED BY | 8 | SHARED VOTING POWER 45,997,330 A Shares and 3,572,742,401 L Shares (See Item 5) |

Edgar Filing: TELEFONOS DE MEXICO S A DE C V - Form SC 13D/A

EACH REPORTING PERSON
WITH

- 9 SOLE DISPOSITIVE POWER
408,134 L Shares (See Item 5)
- 10 SHARED DISPOSITIVE POWER
45,997,330 A Shares and 3,572,742,401 L Shares
(See Item 5)
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
45,997,330 A Shares and 3,573,150,535 L Shares (See Item 5)
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES* |X|
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
18.3% of A Shares and 38.9% of L Shares (See Item 5)
- 14 TYPE OF REPORTING PERSON*
IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 879403780 L Share ADSs 13D
879403400 A Share ADSs

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

Johanna Monique Slim Domit
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) |_|
(b) |_|
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS*
AF (See Item 3)
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEM 2(d) or 2(e) |_|
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION
Mexico
- 7 SOLE VOTING POWER
570,134 L Shares (See Item 5)
- 8 SHARED VOTING POWER
45,997,330 A Shares and 3,572,742,401 L Shares
(See Item 5)
- NUMBER OF SHARES
BENEFICIALLY OWNED BY
EACH REPORTING PERSON
WITH
- 9 SOLE DISPOSITIVE POWER
570,134 L Shares (See Item 5)
- 10 SHARED DISPOSITIVE POWER
45,997,330 A Shares and 3,572,742,401 L Shares
(See Item 5)

Edgar Filing: TELEFONOS DE MEXICO S A DE C V - Form SC 13D/A

- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
45,997,330 A Shares and 3,573,312,535 L Shares (See Item 5)
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES* |X|
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
18.3% of A Shares and 38.9% of L Shares (See Item 5)
- 14 TYPE OF REPORTING PERSON*
IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 879403780 L Share ADSs 13D
879403400 A Share ADSs

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

Carso Global Telecom, S.A. de C.V.
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) |_
(b) |_

3 SEC USE ONLY
- 4 SOURCE OF FUNDS*
AF and WC (See Item 3)
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEM 2(d) or 2(e) |_

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Mexico
- 7 SOLE VOTING POWER
- 8 SHARED VOTING POWER
45,997,330 A Shares and 3,565,180,365 L Shares
(See Item 5)
- 9 SOLE DISPOSITIVE POWER
- 10 SHARED DISPOSITIVE POWER
45,997,330 A Shares and 3,565,180,365 L Shares
(See Item 5)
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
45,997,330 A Shares and 3,565,180,365 L Shares (See Item 5)
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES* |X|
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
18.3% of A Shares and 38.8% of L Shares (See Item 5)
- 14 TYPE OF REPORTING PERSON*

NUMBER OF SHARES
BENEFICIALLY OWNED BY
EACH REPORTING PERSON
WITH

Edgar Filing: TELEFONOS DE MEXICO S A DE C V - Form SC 13D/A

HC

*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 879403780 L Share ADSs 13D
879403400 A Share ADSs

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

Grupo Financiero Inbursa, S.A. de C.V.
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)
(b)
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS*
WC and AF (See Item 3)
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEM 2(d) or 2(e)
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION
Mexico
- 7 SOLE VOTING POWER
- 8 SHARED VOTING POWER
7,562,036 L Shares
(See Item 5)
- 9 SOLE DISPOSITIVE POWER
- 10 SHARED DISPOSITIVE POWER
7,562,036 L Shares
(See Item 5)
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
7,562,036 L Shares (See Item 5)
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES*
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
0.1% of L Shares (See Item 5)
- 14 TYPE OF REPORTING PERSON*
HC

*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 879403780 L Share ADSs 13D
879403400 A Share ADSs

Edgar Filing: TELEFONOS DE MEXICO S A DE C V - Form SC 13D/A

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

Trust No. F/0008 (the "Telmex Trust")

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

3 SEC USE ONLY

4 SOURCE OF FUNDS*
WC (See Item 3)

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Mexico

7 SOLE VOTING POWER
153,788,120 L Shares (See Item 5)

8 SHARED VOTING POWER

9 SOLE DISPOSITIVE POWER
153,788,120 L Shares (See Item 5)

10 SHARED DISPOSITIVE POWER

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
153,788,120 L Shares (See Item 5)

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
2.1% of L Shares (See Item 5)

14 TYPE OF REPORTING PERSON*
EP

*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 879403780 L Share ADSs 13D
879403400 A Share ADSs

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

Trust No. F/0395 (the "Telnor Trust")

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

3 SEC USE ONLY

4 SOURCE OF FUNDS*

Edgar Filing: TELEFONOS DE MEXICO S A DE C V - Form SC 13D/A

WC (See Item 3)

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Mexico

7 SOLE VOTING POWER
2,385,000 L Shares (See Item 5)

8 SHARED VOTING POWER

NUMBER OF SHARES
BENEFICIALLY OWNED BY
EACH REPORTING PERSON
WITH
9 SOLE DISPOSITIVE POWER
2,385,000 L Shares (See Item 5)

10 SHARED DISPOSITIVE POWER

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,385,000 L Shares (See Item 5)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES* | |

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
0.0% of L Shares (See Item 5)

14 TYPE OF REPORTING PERSON*
EP

*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 879403780 L Share ADSs 13D
879403400 A Share ADSs

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

Fundacion Telmex, A.C.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) |_ |
(b) |_ |

3 SEC USE ONLY

4 SOURCE OF FUNDS*
WC (See Item 3)

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Mexico

7 SOLE VOTING POWER
20,000,000 L Shares (See Item 5)

8 SHARED VOTING POWER

Edgar Filing: TELEFONOS DE MEXICO S A DE C V - Form SC 13D/A

NUMBER OF SHARES
BENEFICIALLY OWNED BY 9 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 20,000,000 L Shares (See Item 5)
WITH
10 SHARED DISPOSITIVE POWER

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
20,000,000 L Shares (See Item 5)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES* | |

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
0.3% of L Shares (See Item 5)

14 TYPE OF REPORTING PERSON*
PN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 879403780 L Share ADSs 13D
879403400 A Share ADSs

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

Asociacion Carso, A.C.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) |_
(b) |_

3 SEC USE ONLY

4 SOURCE OF FUNDS*
WC (See Item 3)

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Mexico

7 SOLE VOTING POWER
5,000,000 L Shares (See Item 5)

8 SHARED VOTING POWER

NUMBER OF SHARES
BENEFICIALLY OWNED BY 9 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 5,000,000 L Shares (See Item 5)
WITH
10 SHARED DISPOSITIVE POWER

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
5,000,000 L Shares (See Item 5)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES* | |

Edgar Filing: TELEFONOS DE MEXICO S A DE C V - Form SC 13D/A

- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
0.1% of L Shares (See Item 5)
- 14 TYPE OF REPORTING PERSON*
PN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

Item 1. Security and Issuer.

This Amendment No. 17 (the "Seventeenth Amendment") amends the initial Schedule 13D (the "Schedule 13D") filed with the Securities and Exchange Commission (the "Commission"), as subsequently amended, by the Reporting Persons (as defined in the Schedule 13D), with respect to the L Shares and A Shares of Telefonos de Mexico, S.A. de C.V. (the "Issuer"). Capitalized terms used but not otherwise defined in this Seventeenth Amendment have the meanings ascribed to such terms in the Schedule 13D, as amended.

Item 2. Identity and Background.

An updated list of the executive officers and directors of CGT is set forth in Schedule I attached hereto.

Item 3. Source and Amount of Funds or Other Consideration.

The aggregate amount of funds required to purchase the 33,264,900 L Shares purchased by CGT since the filing by the Reporting Persons of Amendment No. 16 to the Schedule 13D on November 4, 2004 (the "Sixteenth Amendment"), was U.S.\$63,252,948. The funds used to purchase these Shares were obtained from the working capital of CGT.

The aggregate amount of funds required to purchase the 327,190 L Shares purchased by Patrick Slim Domit since the filing of the Sixteenth Amendment was U.S.\$327,254. The funds used to purchase these Shares were obtained from the personal funds of Patrick Slim Domit.

Item 5. Interest in Securities of the Issuer.

(a) The Reporting Persons have, as of February 10, 2005, the following interests in the A Shares and L Shares:

| | A Shares(1) | | L Sh |
|----------------------|-------------|------------|---------------|
| | Number | % of Class | Number |
| Carlos Slim Helu(3) | 46,037,330 | 18.3% | 3,572,842,401 |
| Carlos Slim Domit(4) | 45,997,330 | 18.3% | 3,572,750,533 |

Edgar Filing: TELEFONOS DE MEXICO S A DE C V - Form SC 13D/A

| | | | |
|-------------------------------------|------------|-------|---------------|
| Marco Antonio Slim Domit (5)..... | 45,997,330 | 18.3% | 3,572,750,533 |
| Patrick Slim Domit (6)..... | 45,997,330 | 18.3% | 3,573,077,725 |
| Maria Soumaya Slim Domit (7)..... | 45,997,330 | 18.3% | 3,572,750,535 |
| Vanessa Paola Slim Domit (8)..... | 45,997,330 | 18.3% | 3,573,150,535 |
| Johanna Monique Slim Domit (9)..... | 45,997,330 | 18.3% | 3,573,312,535 |
| CGT(10)..... | 45,997,330 | 18.3% | 3,565,180,365 |
| GFI..... | -- | -- | 7,562,036 |
| Telmex Trust..... | -- | -- | 153,788,120 |
| Telnor Trust..... | -- | -- | 2,385,000 |
| Fundacion Telmex..... | -- | -- | 20,000,000 |
| Asociacion Carso..... | -- | -- | 5,000,000 |

- (1) Based upon 251,692,283 A Shares outstanding as of February 10, 2005, as reported by the Mexican Stock Exchange. Includes A Shares held in the form of A Share ADSs. Except as otherwise indicated, all A Shares are held in the form of A Shares.

- (2) Based upon 7,423,574,296 L Shares outstanding as of February 10, 2005, as reported by the Mexican Stock Exchange. The total number of L Shares outstanding also includes L Shares held in the form of L Share ADSs. In addition, other than in the case of GFI, the Telmex Trust, the Telnor Trust, Fundacion Telmex and Asociacion Carso, L Share totals and percentages assume that all of the A Shares held by the Reporting Persons and 1,715,680,365 AA Shares held by CGT, which may be deemed to be beneficially owned by the Slim Family, have been converted into L Shares. In accordance with the restrictions set forth in Item 4 of the Schedule 13D filed by the Reporting Persons on February 20, 2004, the maximum number of AA Shares that could, as of the date hereof, be converted to L Shares is 1,715,680,365. Except as otherwise indicated, all L Shares are held in the form of L Shares.

- (3) Includes 40,000 A Shares and 100,000 L Shares (assuming conversion of the 40,000 A Shares) owned directly by Carlos Slim Helu, as well as A Shares and L Shares beneficially owned through GFI and CGT by trusts for the benefit of the Slim Family (the "Family Shares").

- (4) Includes 8,132 L Shares owned directly by Carlos Slim Domit, as well as the Family Shares.

- (5) Includes 8,132 L Shares owned directly by Marco Antonio Slim Domit, as well as the Family Shares.

- (6) Includes 335,324 L Shares owned directly by Patrick Slim Domit, as well as the Family Shares.

- (7) Includes 8,134 L Shares owned directly by Maria Soumaya Slim Domit, as well as the Family Shares.

- (8) Includes 408,134 L Shares owned directly by Vanessa Paola Slim Domit and her spouse, as well as the Family Shares.

- (9) Includes 570,134 L Shares owned directly by Johanna Monique Slim Domit and her spouse, as well as the Family Shares.

(b) Because the Slim Family may be deemed to control, directly or indirectly, each of CGT, GFI and the Issuer, the Slim Family may be deemed to share the power to vote or dispose of, or to direct the voting or disposition of, any A Shares or L Shares controlled by such persons (including those beneficially owned by the Telmex Trust, the Telnor Trust, Fundacion Telmex and Asociacion Carso). Except as otherwise disclosed herein, none of the Reporting

Edgar Filing: TELEFONOS DE MEXICO S A DE C V - Form SC 13D/A

Persons shares voting or disposition power with respect to any of the A Shares or L Shares owned by the Reporting Persons.

(c) On November 5, 2004, Patrick Slim Domit purchased (i) 33,041 L Shares at a price per L Share of U.S. \$ 1.18, (ii) 204,329 L Shares at a price per L Share of U.S.\$ 0.98 and (iii) 89,820 L Shares at a price per L Share of U.S. \$ 0.98. All other transactions in A Shares and L Shares effected by the Reporting Persons since the Sixteenth Amendment are listed in Schedules II.A and II.B hereto.

(d) All A Shares and L Shares owned by trusts for the benefit of the Slim Family may be deemed to be beneficially owned by each member of the Slim Family that is a beneficiary of such trusts. Thus, beneficial ownership of A Shares and L Shares may be deemed to be shared by each member of the Slim Family. Because the Slim Family may be deemed to control, directly or indirectly, each of CGT, GFI and the Issuer, the Slim Family may be deemed to have the right to receive or the power to direct the receipt of dividends from, or the proceeds of the sale of, any A Shares or L Shares controlled by such persons (including the Telmex Trust, the Telnor Trust, Fundacion Telmex and Asociacion Carso). Except as disclosed herein, no person other than the Reporting Persons has or will have any right to receive or the power to direct the receipt of dividends from, or the proceeds of the sale of, A Shares or L Shares owned by the Reporting Persons.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships With

Respect to Securities of the Issuer.

CGT has entered into Forward Share Purchase Transactions pursuant to which it is obligated to buy L Shares (in the form of L Shares ADSs) from a counterparty on the terms specified below. The L Shares that are the subject of each contract listed below were sold to the counterparty at the inception of such contract, but for the purposes of this Statement are treated as beneficially owned by CGT. During the time that the shares are held by the counterparty, CGT pays interest to the counterparty on an amount equal to the total purchase price.

| Counterparty ----- | Expiration Date ----- | Number of L Shares ----- | Purchase Price per L Share ----- | Interest Rate ----- |
|--|--------------------------|--------------------------------|--|------------------------|
| Wachovia Bank National Association | February 7, 2006 | 66,800,280 | \$1.497 | LIBOR + 0.420% |
| JP Morgan Chase Bank, N.A. | February 20, 2007 | 342,857,160 | \$1.488 | LIBOR + 1.050% |
| Dresdner Bank A.G. | February 4, 2008 | 65,746,220 | \$1.521 | LIBOR + 0.875% |
| Dresdner Bank A.G. | March 27, 2008 | 67,659,000 | \$1.478 | LIBOR + 0.875% |
| Santander Central Hispano Benelux S.A. de N.V. | April 10, 2008 | 65,574,000 | \$1.525 | LIBOR + 1.100% |
| Santander Central Hispano Benelux S.A. de N.V. | February 22, 2009 | 58,496,640 | \$1.710 | LIBOR + 0.650% |
| Santander Central Hispano Benelux S.A. de N.V. | March 18, 2009 | 58,771,680 | \$1.702 | LIBOR + 0.620% |
| Santander Central Hispano Benelux S.A. de N.V. | April 19, 2009 | 55,126,800 | \$1.814 | LIBOR + 0.620% |
| Santander Central Hispano Benelux S.A. de N.V. | May 5, 2009 | 57,971,020 | \$1.725 | LIBOR + 0.620% |
| JP Morgan Chase Bank, N.A. | August 11, 2010 | 128,493,420 | \$1.557 | LIBOR + 0.625% |
| Wachovia Bank National | September 29, 2009 | 61,823,820 | \$1.6175 | LIBOR + 0.625% |

Edgar Filing: TELEFONOS DE MEXICO S A DE C V - Form SC 13D/A

Association

Other than as disclosed herein and in Item 4 of this Statement, there are no other contracts, arrangements, understandings or relationships (legal or otherwise) among the Reporting Persons and between such persons and any person with respect to A Shares or L Shares.

Item 7. Material to be Filed as Exhibits

Exhibit No. Description

Exhibit 24-1 Power of Attorney for CGT

*The Joint Filing Agreement and Powers of Attorney filed as exhibits to the Schedule 13D by the Slim Family, Grupo Financiero Inbursa, S.A. de C.V., Banco Inbursa S.A., Institucion de Banca Multiple, Grupo Financiero Inbursa, Division Fiduciaria, as Trustee of Trust No. F/0008 and Trust No. F/0395, Fundacion Telmex, A.C. and Asociacion Carso, A.C. with the Securities and Exchange Commission on February 20, 2004, are hereby incorporated by reference. The Trust Agreement (Original Spanish Version) and Trust Agreement (English Translation) filed as exhibits to the Schedule 13D filed by the Reporting Persons with the Securities and Exchange Commission on May 15, 2001 are hereby incorporated by reference.

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.

Carlos Slim Helu

Carlos Slim Domit

By: /s/ Eduardo Valdes Acra

Eduardo Valdes Acra
Attorney-in-Fact
February 25, 2005

Marco Antonio Slim Domit

Patrick Slim Domit

Maria Soumaya Slim Domit

Vanessa Paola Slim Domit

Johanna Monique Slim Domit

Edgar Filing: TELEFONOS DE MEXICO S A DE C V - Form SC 13D/A

CARSO GLOBAL
TELECOM, S.A. DE C.V.

By: Armando Ibanez Vazquez
Title: Attorney-in-Fact

GRUPO FINANCIERO
INBURSA, S.A. DE C.V.

By: Raul Zepeda
Title: Attorney-in-Fact

BANCO INBURSA S.A.,
INSTITUCION DE BANCA
MULTIPLE, GRUPO FINANCIERO
INBURSA, DIVISION
FIDUCIARIA, AS TRUSTEE
OF TRUST NO. F/0008

By: Raul Humberto Zepeda Ruiz
Title: Attorney-in-Fact

BANCO INBURSA S.A.,
INSTITUCION DE BANCA
MULTIPLE, GRUPO FINANCIERO
INBURSA, DIVISION
FIDUCIARIA, AS TRUSTEE
OF TRUST NO. F/0395

By: Raul Humberto Zepeda Ruiz
Title: Attorney-in-Fact

FUNDACION TELMEX, A.C.

By: Adolfo Cerezo
Title: Attorney-in-Fact

ASOCIACION CARSO, A.C.

By: Armando Ibanez Vazquez
Title: Attorney-in-Fact

Schedule I

CARSO GLOBAL TELECOM, S.A. de C.V.
Insurgentes Sur 3500, Col. Pena Pobre Tlalpan, 14060 Mexico D.F., Mexico

Name and Position Principal Occupation

Edgar Filing: TELEFONOS DE MEXICO S A DE C V - Form SC 13D/A

Directors

| | |
|--|--|
| Carlos Slim Helu (Chairman Emeritus) | Chairman Emeritus of the Board of Telefonos de Mexico, S.A. de C.V., Chairman Emeritus of the Board of America Movil, S.A. de C.V., Chairman Emeritus of the Board of Carso Global Telecom, S.A. de C.V. and Chairman Emeritus of the Board of America Telecom, S.A. de C.V. |
| Jaime Chico Pardo (Chairman) | President of Telefonos de Mexico, S.A. de C.V. and Vice President of Carso Global Telecom, S.A. de C.V. |
| Claudio X. Gonzalez Laporte (Director) | Chairman of the Board of Kimberly Clark de Mexico, S.A. de C.V. |
| C.P. Humberto Gutierrez Olvera Zubizarreta | General Director of Grupo Carso, S.A. de C.V. |
| Juan Antonio Perez Simon (Director) | Vice-Chairman of Telefonos de Mexico, S.A. de C.V. and Chairman of the Board of Sanborns Hermanos S.A. |
| Carlos Slim Domit (Director) | Chairman of the Board of Telefonos de Mexico, S.A. de C.V., Chairman of the Board of Grupo Carso, S.A. de C.V. and President of Grupo Sanborns, S.A. de C.V. |

Executive Officers

| | |
|---|---|
| Armando Ibanez (Chief Financial Officer) | Chief Financial Officer of Carso Global Telecom, S.A. de C.V. |
|---|---|

SCHEDULE II.A

Since the most recent filing on Schedule 13D, the Reporting Persons effected the following transactions involving L Shares on the Mexican Stock Exchange. The prices below reflect the average price paid (in US\$ based upon the Exchange Rate published by the Banco de Mexico on the day of the trade date) by the purchaser per L Share on the relevant trade date.

| Reporting Person | Type of Transaction | Date of Trade | Number of Shares | Price per Share |
|----------------------|---------------------|---------------|------------------|-----------------|
| Carso Global Telecom | Purchase | 10/29/04 | 100,000 | 1.71 |
| Carso Global Telecom | Purchase | 10/29/04 | 50,000 | 1.71 |
| Carso Global Telecom | Purchase | 10/29/04 | 25,000 | 1.71 |
| Carso Global Telecom | Purchase | 10/29/04 | 100,000 | 1.71 |
| Carso Global Telecom | Purchase | 10/29/04 | 3,000 | 1.71 |
| Carso Global Telecom | Purchase | 10/29/04 | 3,000 | 1.71 |
| Carso Global Telecom | Purchase | 10/29/04 | 30,000 | 1.71 |
| Carso Global Telecom | Purchase | 10/29/04 | 20,000 | 1.71 |
| Carso Global Telecom | Purchase | 10/29/04 | 3,000 | 1.71 |
| Carso Global Telecom | Purchase | 10/29/04 | 50,000 | 1.71 |
| Carso Global Telecom | Purchase | 10/29/04 | 43,600 | 1.71 |
| Carso Global Telecom | Purchase | 10/29/04 | 183,000 | 1.71 |
| Carso Global Telecom | Purchase | 10/29/04 | 3,000 | 1.71 |
| Carso Global Telecom | Purchase | 10/29/04 | 100,000 | 1.71 |
| Carso Global Telecom | Purchase | 10/29/04 | 1,000 | 1.71 |
| Carso Global Telecom | Purchase | 10/29/04 | 27,000 | 1.71 |
| Carso Global Telecom | Purchase | 10/29/04 | 3,000 | 1.71 |
| Carso Global Telecom | Purchase | 10/29/04 | 100,000 | 1.71 |
| Carso Global Telecom | Purchase | 10/29/04 | 89,700 | 1.71 |

Edgar Filing: TELEFONOS DE MEXICO S A DE C V - Form SC 13D/A

| | | | | |
|----------------------|----------|----------|---------|------|
| Carso Global Telecom | Purchase | 10/29/04 | 25,000 | 1.71 |
| Carso Global Telecom | Purchase | 10/29/04 | 50,000 | 1.71 |
| Carso Global Telecom | Purchase | 10/29/04 | 100,000 | 1.71 |
| Carso Global Telecom | Purchase | 10/29/04 | 3,000 | 1.71 |
| Carso Global Telecom | Purchase | 10/29/04 | 100,000 | 1.71 |
| Carso Global Telecom | Purchase | 10/29/04 | 50,000 | 1.71 |
| Carso Global Telecom | Purchase | 10/29/04 | 5,000 | 1.71 |
| Carso Global Telecom | Purchase | 10/29/04 | 3,000 | 1.71 |
| Carso Global Telecom | Purchase | 10/29/04 | 87,400 | 1.71 |
| Carso Global Telecom | Purchase | 10/29/04 | 358,000 | 1.71 |
| Carso Global Telecom | Purchase | 10/29/04 | 99,900 | 1.71 |
| Carso Global Telecom | Purchase | 10/29/04 | 1,000 | 1.71 |
| Carso Global Telecom | Purchase | 10/29/04 | 83,800 | 1.71 |
| Carso Global Telecom | Purchase | 10/29/04 | 95,000 | 1.71 |
| Carso Global Telecom | Purchase | 10/29/04 | 100,000 | 1.71 |
| Carso Global Telecom | Purchase | 10/29/04 | 48,500 | 1.71 |
| Carso Global Telecom | Purchase | 10/29/04 | 100,000 | 1.71 |
| Carso Global Telecom | Purchase | 10/29/04 | 63,400 | 1.71 |
| Carso Global Telecom | Purchase | 10/29/04 | 50,000 | 1.71 |
| Carso Global Telecom | Purchase | 10/29/04 | 5,000 | 1.71 |
| Carso Global Telecom | Purchase | 10/29/04 | 200,000 | 1.71 |
| Carso Global Telecom | Purchase | 10/29/04 | 200,000 | 1.71 |
| Carso Global Telecom | Purchase | 10/29/04 | 80,000 | 1.71 |
| Carso Global Telecom | Purchase | 10/29/04 | 100,000 | 1.71 |
| Carso Global Telecom | Purchase | 10/29/04 | 54,000 | 1.71 |
| Carso Global Telecom | Purchase | 10/29/04 | 10,000 | 1.71 |
| Carso Global Telecom | Purchase | 10/29/04 | 100,000 | 1.71 |
| Carso Global Telecom | Purchase | 10/29/04 | 1,500 | 1.71 |
| Carso Global Telecom | Purchase | 10/29/04 | 100,000 | 1.71 |
| Carso Global Telecom | Purchase | 10/29/04 | 50,000 | 1.71 |
| Carso Global Telecom | Purchase | 10/29/04 | 3,000 | 1.71 |
| Carso Global Telecom | Purchase | 10/29/04 | 25,000 | 1.71 |
| Carso Global Telecom | Purchase | 10/29/04 | 15,000 | 1.71 |
| Carso Global Telecom | Purchase | 10/29/04 | 100,000 | 1.71 |
| Carso Global Telecom | Purchase | 10/29/04 | 14,300 | 1.71 |
| Carso Global Telecom | Purchase | 10/29/04 | 84,900 | 1.71 |
| Carso Global Telecom | Purchase | 10/29/04 | 100,000 | 1.71 |
| Carso Global Telecom | Purchase | 10/29/04 | 100,000 | 1.71 |
| Carso Global Telecom | Purchase | 10/29/04 | 100,000 | 1.71 |
| Carso Global Telecom | Purchase | 10/29/04 | 100,000 | 1.71 |
| Carso Global Telecom | Purchase | 10/29/04 | 100,000 | 1.71 |
| Carso Global Telecom | Purchase | 11/01/04 | 40,300 | 1.72 |
| Carso Global Telecom | Purchase | 11/01/04 | 100,000 | 1.72 |
| Carso Global Telecom | Purchase | 11/01/04 | 100,000 | 1.72 |
| Carso Global Telecom | Purchase | 11/01/04 | 100,000 | 1.72 |
| Carso Global Telecom | Purchase | 11/01/04 | 64,000 | 1.72 |
| Carso Global Telecom | Purchase | 11/01/04 | 100,000 | 1.72 |
| Carso Global Telecom | Purchase | 11/01/04 | 100,000 | 1.72 |
| Carso Global Telecom | Purchase | 11/01/04 | 30,000 | 1.72 |
| Carso Global Telecom | Purchase | 11/01/04 | 78,000 | 1.72 |
| Carso Global Telecom | Purchase | 11/01/04 | 100,000 | 1.72 |
| Carso Global Telecom | Purchase | 11/01/04 | 100,000 | 1.72 |
| Carso Global Telecom | Purchase | 11/01/04 | 59,500 | 1.72 |
| Carso Global Telecom | Purchase | 11/01/04 | 26,300 | 1.72 |
| Carso Global Telecom | Purchase | 11/01/04 | 30,000 | 1.72 |
| Carso Global Telecom | Purchase | 11/01/04 | 3,200 | 1.72 |
| Carso Global Telecom | Purchase | 11/01/04 | 20,000 | 1.72 |
| Carso Global Telecom | Purchase | 11/01/04 | 100 | 1.72 |
| Carso Global Telecom | Purchase | 11/01/04 | 76,700 | 1.72 |
| Carso Global Telecom | Purchase | 11/01/04 | 1,000 | 1.72 |
| Carso Global Telecom | Purchase | 11/01/04 | 1,000 | 1.72 |
| Carso Global Telecom | Purchase | 11/01/04 | 19,900 | 1.72 |

Edgar Filing: TELEFONOS DE MEXICO S A DE C V - Form SC 13D/A

| | | | | |
|----------------------|----------|----------|-----------|------|
| Carso Global Telecom | Purchase | 11/10/04 | 50,000 | 1.77 |
| Carso Global Telecom | Purchase | 11/10/04 | 50,000 | 1.77 |
| Carso Global Telecom | Purchase | 11/10/04 | 14,900 | 1.77 |
| GFI | Sale | 11/12/04 | 300,000 | 1.81 |
| GFI | Sale | 11/12/04 | 100,000 | 1.80 |
| GFI | Sale | 11/15/04 | 400,000 | 1.82 |
| GFI | Sale | 11/16/04 | 350,000 | 1.81 |
| GFI | Sale | 11/17/04 | 500,000 | 1.82 |
| GFI | Sale | 11/18/04 | 400,000 | 1.81 |
| GFI | Sale | 11/19/04 | 300,000 | 1.77 |
| GFI | Sale | 11/22/04 | 500,000 | 1.76 |
| GFI | Sale | 11/23/04 | 25,000 | 1.76 |
| GFI | Sale | 11/23/04 | 475,000 | 1.77 |
| GFI | Sale | 11/24/04 | 500,000 | 1.76 |
| GFI | Sale | 11/25/04 | 1,000,000 | 1.75 |
| GFI | Sale | 11/26/04 | 900,000 | 1.77 |
| GFI | Sale | 11/26/04 | 2,500 | 1.77 |
| GFI | Sale | 11/26/04 | 3,000 | 1.77 |
| GFI | Sale | 11/26/04 | 14,500 | 1.77 |
| GFI | Sale | 11/26/04 | 30,000 | 1.77 |
| GFI | Sale | 11/26/04 | 40,000 | 1.77 |
| GFI | Sale | 11/26/04 | 10,000 | 1.77 |
| GFI | Sale | 11/29/04 | 5,000 | 1.78 |
| GFI | Sale | 11/29/04 | 10,000 | 1.76 |
| GFI | Sale | 11/29/04 | 5,000 | 1.77 |
| GFI | Sale | 11/29/04 | 49,000 | 1.77 |
| GFI | Sale | 11/29/04 | 931,000 | 1.77 |
| GFI | Sale | 11/30/04 | 15,000 | 1.77 |
| GFI | Sale | 11/30/04 | 5,000 | 1.77 |
| GFI | Sale | 11/30/04 | 10,000 | 1.76 |
| GFI | Sale | 11/30/04 | 970,000 | 1.76 |
| GFI | Sale | 12/01/04 | 10,000 | 1.77 |
| GFI | Sale | 12/01/04 | 10,000 | 1.78 |
| GFI | Sale | 12/01/04 | 100 | 1.78 |
| GFI | Sale | 12/01/04 | 9,900 | 1.78 |
| GFI | Sale | 12/01/04 | 10,000 | 1.78 |
| GFI | Sale | 12/01/04 | 100 | 1.79 |
| GFI | Sale | 12/01/04 | 100 | 1.79 |
| GFI | Sale | 12/01/04 | 9,800 | 1.79 |
| GFI | Sale | 12/01/04 | 950,000 | 1.78 |
| GFI | Sale | 12/02/04 | 10,000 | 1.79 |
| GFI | Sale | 12/02/04 | 10,000 | 1.79 |
| GFI | Sale | 12/02/04 | 10,000 | 1.79 |
| GFI | Sale | 12/02/04 | 970,000 | 1.79 |
| GFI | Sale | 12/03/04 | 10,000 | 1.76 |
| GFI | Sale | 12/03/04 | 10,000 | 1.77 |
| GFI | Sale | 12/03/04 | 10,000 | 1.77 |
| GFI | Sale | 12/03/04 | 40,900 | 1.77 |
| GFI | Sale | 12/03/04 | 51,000 | 1.77 |
| GFI | Sale | 12/03/04 | 100 | 1.77 |
| GFI | Sale | 12/03/04 | 13,000 | 1.77 |
| GFI | Sale | 12/03/04 | 865,000 | 1.77 |
| GFI | Sale | 12/06/04 | 2,000 | 1.77 |
| GFI | Sale | 12/06/04 | 8,000 | 1.76 |

SCHEDULE II.B

Since the most recent filing on Schedule 13D, CGT effected the following transactions involving L Shares (in the form of L Share ADSs) on the

Edgar Filing: TELEFONOS DE MEXICO S A DE C V - Form SC 13D/A

New York Stock Exchange. The prices below reflect the average price paid (in US\$ based upon the Exchange Rate published by the Banco de Mexico on the day of the trade date) by the purchaser per L Share on the relevant trade date.

| Reporting Person | Type of Transaction | Date of Trade | Number of Shares | Price per Share |
|----------------------|---------------------|---------------|------------------|-----------------|
| Carso Global Telecom | Purchase | 02/04/05 | 38,000 | 1.94 |
| Carso Global Telecom | Purchase | 02/04/05 | 48,000 | 1.94 |
| Carso Global Telecom | Purchase | 02/04/05 | 44,000 | 1.94 |
| Carso Global Telecom | Purchase | 02/04/05 | 48,000 | 1.94 |
| Carso Global Telecom | Purchase | 02/04/05 | 38,000 | 1.94 |
| Carso Global Telecom | Purchase | 02/04/05 | 62,000 | 1.94 |
| Carso Global Telecom | Purchase | 02/04/05 | 4,000 | 1.94 |
| Carso Global Telecom | Purchase | 02/04/05 | 44,000 | 1.94 |
| Carso Global Telecom | Purchase | 02/04/05 | 62,000 | 1.94 |
| Carso Global Telecom | Purchase | 02/04/05 | 48,000 | 1.94 |
| Carso Global Telecom | Purchase | 02/04/05 | 48,000 | 1.94 |
| Carso Global Telecom | Purchase | 02/04/05 | 66,000 | 1.94 |
| Carso Global Telecom | Purchase | 02/04/05 | 54,000 | 1.94 |
| Carso Global Telecom | Purchase | 02/04/05 | 42,000 | 1.94 |
| Carso Global Telecom | Purchase | 02/04/05 | 10,000 | 1.94 |
| Carso Global Telecom | Purchase | 02/04/05 | 52,000 | 1.94 |
| Carso Global Telecom | Purchase | 02/04/05 | 80,000 | 1.94 |
| Carso Global Telecom | Purchase | 02/04/05 | 40,000 | 1.94 |
| Carso Global Telecom | Purchase | 02/04/05 | 54,000 | 1.94 |
| Carso Global Telecom | Purchase | 02/04/05 | 66,000 | 1.94 |
| Carso Global Telecom | Purchase | 02/04/05 | 52,000 | 1.94 |
| Carso Global Telecom | Purchase | 02/04/05 | 12,000 | 1.94 |
| Carso Global Telecom | Purchase | 02/04/05 | 12,000 | 1.94 |
| Carso Global Telecom | Purchase | 02/04/05 | 6,000 | 1.94 |
| Carso Global Telecom | Purchase | 02/04/05 | 10,000 | 1.94 |
| Carso Global Telecom | Purchase | 02/04/05 | 24,000 | 1.94 |
| Carso Global Telecom | Purchase | 02/04/05 | 2,000 | 1.94 |
| Carso Global Telecom | Purchase | 02/04/05 | 20,000 | 1.94 |
| Carso Global Telecom | Purchase | 02/04/05 | 18,000 | 1.94 |
| Carso Global Telecom | Purchase | 02/04/05 | 2,000 | 1.94 |
| Carso Global Telecom | Purchase | 02/04/05 | 20,000 | 1.94 |
| Carso Global Telecom | Purchase | 02/04/05 | 16,000 | 1.94 |
| Carso Global Telecom | Purchase | 02/04/05 | 4,000 | 1.94 |
| Carso Global Telecom | Purchase | 02/04/05 | 20,000 | 1.94 |
| Carso Global Telecom | Purchase | 02/04/05 | 38,000 | 1.94 |
| Carso Global Telecom | Purchase | 02/04/05 | 52,000 | 1.94 |
| Carso Global Telecom | Purchase | 02/04/05 | 36,000 | 1.94 |
| Carso Global Telecom | Purchase | 02/04/05 | 30,000 | 1.94 |
| Carso Global Telecom | Purchase | 02/04/05 | 18,000 | 1.94 |
| Carso Global Telecom | Purchase | 02/04/05 | 26,000 | 1.94 |
| Carso Global Telecom | Purchase | 02/04/05 | 34,000 | 1.94 |
| Carso Global Telecom | Purchase | 02/04/05 | 58,000 | 1.94 |
| Carso Global Telecom | Purchase | 02/04/05 | 58,000 | 1.94 |
| Carso Global Telecom | Purchase | 02/04/05 | 64,000 | 1.94 |
| Carso Global Telecom | Purchase | 02/04/05 | 4,000 | 1.94 |
| Carso Global Telecom | Purchase | 02/04/05 | 18,000 | 1.94 |
| Carso Global Telecom | Purchase | 02/04/05 | 4,000 | 1.94 |
| Carso Global Telecom | Purchase | 02/04/05 | 12,000 | 1.94 |
| Carso Global Telecom | Purchase | 02/04/05 | 4,000 | 1.94 |
| Carso Global Telecom | Purchase | 02/04/05 | 40,000 | 1.94 |
| Carso Global Telecom | Purchase | 02/04/05 | 28,000 | 1.94 |
| Carso Global Telecom | Purchase | 02/04/05 | 48,000 | 1.94 |
| Carso Global Telecom | Purchase | 02/04/05 | 16,000 | 1.94 |
| Carso Global Telecom | Purchase | 02/04/05 | 14,000 | 1.94 |
| Carso Global Telecom | Purchase | 02/04/05 | 42,000 | 1.94 |

Edgar Filing: TELEFONOS DE MEXICO S A DE C V - Form SC 13D/A

| | | | | |
|----------------------|----------|----------|---------|------|
| Carso Global Telecom | Purchase | 02/07/05 | 150,000 | 1.93 |
| Carso Global Telecom | Purchase | 02/07/05 | 6,000 | 1.93 |
| Carso Global Telecom | Purchase | 02/07/05 | 20,000 | 1.93 |
| Carso Global Telecom | Purchase | 02/07/05 | 14,000 | 1.92 |
| Carso Global Telecom | Purchase | 02/07/05 | 300,000 | 1.93 |
| Carso Global Telecom | Purchase | 02/07/05 | 38,000 | 1.93 |
| Carso Global Telecom | Purchase | 02/07/05 | 2,000 | 1.93 |
| Carso Global Telecom | Purchase | 02/07/05 | 20,000 | 1.93 |
| Carso Global Telecom | Purchase | 02/07/05 | 32,000 | 1.93 |
| Carso Global Telecom | Purchase | 02/07/05 | 236,000 | 1.93 |
| Carso Global Telecom | Purchase | 02/08/05 | 16,000 | 1.92 |
| Carso Global Telecom | Purchase | 02/08/05 | 2,000 | 1.92 |
| Carso Global Telecom | Purchase | 02/08/05 | 12,000 | 1.92 |
| Carso Global Telecom | Purchase | 02/08/05 | 10,000 | 1.92 |
| Carso Global Telecom | Purchase | 02/08/05 | 2,000 | 1.92 |
| Carso Global Telecom | Purchase | 02/08/05 | 30,000 | 1.92 |
| Carso Global Telecom | Purchase | 02/08/05 | 4,000 | 1.92 |
| Carso Global Telecom | Purchase | 02/08/05 | 4,000 | 1.92 |
| Carso Global Telecom | Purchase | 02/08/05 | 10,000 | 1.92 |
| Carso Global Telecom | Purchase | 02/08/05 | 50,000 | 1.92 |
| Carso Global Telecom | Purchase | 02/08/05 | 2,000 | 1.92 |
| Carso Global Telecom | Purchase | 02/08/05 | 12,000 | 1.92 |
| Carso Global Telecom | Purchase | 02/08/05 | 2,000 | 1.92 |
| Carso Global Telecom | Purchase | 02/08/05 | 144,000 | 1.92 |
| Carso Global Telecom | Purchase | 02/08/05 | 20,000 | 1.92 |
| Carso Global Telecom | Purchase | 02/08/05 | 6,000 | 1.92 |
| Carso Global Telecom | Purchase | 02/08/05 | 46,000 | 1.92 |
| Carso Global Telecom | Purchase | 02/08/05 | 6,000 | 1.92 |
| Carso Global Telecom | Purchase | 02/08/05 | 28,000 | 1.92 |
| Carso Global Telecom | Purchase | 02/08/05 | 4,000 | 1.92 |
| Carso Global Telecom | Purchase | 02/08/05 | 8,000 | 1.92 |
| Carso Global Telecom | Purchase | 02/08/05 | 28,000 | 1.92 |
| Carso Global Telecom | Purchase | 02/08/05 | 6,000 | 1.92 |
| Carso Global Telecom | Purchase | 02/08/05 | 48,000 | 1.92 |
| Carso Global Telecom | Purchase | 02/08/05 | 160,000 | 1.92 |
| Carso Global Telecom | Purchase | 02/08/05 | 24,000 | 1.92 |
| Carso Global Telecom | Purchase | 02/08/05 | 2,000 | 1.92 |
| Carso Global Telecom | Purchase | 02/08/05 | 314,000 | 1.92 |
| Carso Global Telecom | Purchase | 02/08/05 | 136,000 | 1.92 |
| Carso Global Telecom | Purchase | 02/08/05 | 180,000 | 1.92 |
| Carso Global Telecom | Purchase | 02/08/05 | 12,000 | 1.92 |
| Carso Global Telecom | Purchase | 02/08/05 | 2,000 | 1.92 |
| Carso Global Telecom | Purchase | 02/08/05 | 4,000 | 1.92 |
| Carso Global Telecom | Purchase | 02/08/05 | 4,000 | 1.92 |
| Carso Global Telecom | Purchase | 02/08/05 | 10,000 | 1.92 |
| Carso Global Telecom | Purchase | 02/08/05 | 10,000 | 1.92 |
| Carso Global Telecom | Purchase | 02/08/05 | 4,000 | 1.92 |
| Carso Global Telecom | Purchase | 02/08/05 | 14,000 | 1.92 |
| Carso Global Telecom | Purchase | 02/08/05 | 60,000 | 1.92 |
| Carso Global Telecom | Purchase | 02/08/05 | 26,000 | 1.92 |
| Carso Global Telecom | Purchase | 02/08/05 | 38,000 | 1.92 |
| Carso Global Telecom | Purchase | 02/08/05 | 2,000 | 1.92 |
| Carso Global Telecom | Purchase | 02/08/05 | 38,000 | 1.92 |
| Carso Global Telecom | Purchase | 02/08/05 | 20,000 | 1.92 |
| Carso Global Telecom | Purchase | 02/08/05 | 6,000 | 1.92 |
| Carso Global Telecom | Purchase | 02/08/05 | 2,000 | 1.92 |
| Carso Global Telecom | Purchase | 02/08/05 | 10,000 | 1.92 |
| Carso Global Telecom | Purchase | 02/08/05 | 8,000 | 1.92 |
| Carso Global Telecom | Purchase | 02/08/05 | 4,000 | 1.92 |
| Carso Global Telecom | Purchase | 02/08/05 | 14,000 | 1.92 |
| Carso Global Telecom | Purchase | 02/08/05 | 18,000 | 1.92 |
| Carso Global Telecom | Purchase | 02/08/05 | 4,000 | 1.92 |

