

TELESP CELLULAR HOLDING CO /ADR/

Form 6-K

February 26, 2004

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 February, 2004

Commission File Number 1-14493

TELESP CELULAR PARTICIPAÇÕES S.A.

(Exact name of registrant as specified in its charter)

Telesp Cellular Holding Company

(Translation of Registrant's name into English)

Av. Roque Petroni Jr., no.1464, 6th floor part, B building

04707-000 - São Paulo, SP

Federative Republic of Brazil

(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

TELESP CELULAR PARTICIPAÇÕES S/A
CNPJ 02.558.074/0001-73 - N I R E 35.3.001.587.9-2
Publicly Held Company with Authorized Capital

**MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS OF TELESP CELULAR PARTICIPAÇÕES S.A. ,
HELD ON FEBRUARY 11, 2004 .**

1. DATE, TIME, AND PLACE: February 11, 2004, at 03:30 p.m., at Av. Roque Petroni Junior, 1464, 6º andar, Morumbi, São Paulo - SP, upon regular notice of call, as set forth in the Company's Articles of Incorporation.

2. CHAIRMANSHIP OF THE MEETING: Felix Pablo Ivorra Cano Chairman; Evandro Luís Pippi Kruel - Secretary.

3. INSTATEMENT: The meeting was convened upon the attendance of the undersigned Directors, since there was a quorum present at the meeting, as provided for in the Company's Articles of Incorporation. The meeting was further attended by the following members of the Audit Committee: João Luis Tenreiro Barroso, Norair Ferreira do Carmo and Sydney Alberto Latini and of the representative of the Independent Auditor of the Company, Deloitte Touche Tohmatsu .

4. AGENDA AND RESOLUTIONS:

4.1. Approval of the Financial Statements, together with the Independent Auditors' Opinion and the Annual Management's Report for the fiscal year ended on December 31, 2003 : The Directors, after examination and discussion and, in face of the favorable opinion issued by the members of the Audit Committee and by the Independent Auditor, have approved **by unanimous vote, without restrictions** , the Financial Statements, together with the Independent Auditor's Opinion and the Annual Management's Report for the fiscal year ended on December 31, 2003, and the Audit Committee's Opinion, to be submitted to approval at the 2004' Regular Meeting of Shareholders.

4.2. Budget for fiscal year 2004: the Company's overall budget (including the controlled companies) for Fiscal Year 2004 has been approved under the terms and conditions contained in the proposal reviewed by the Directors, which budget, adopted as a minimum and reference amount, may be timely reviewed at any time during the fiscal year, in conformity with the Company's needs.

4.3. Schedule of Corporate Events for the closing of fiscal year 2003 holding of AGO/AGE (Regular and Special Shareholders Meeting): the schedule of corporate events for closing of fiscal year 2003 has been approved.

4.4. Approval of the Notice of Call for General Meetings of Shareholders: the terms of the Notice of Call for Regular and Special Meetings of Shareholders have been approved, and the Board of Executive Officers is since now authorized to adopt the necessary actions for holding any such meeting.

5 . CLOSING OF THE MEETING : There being nothing else to be discussed, the meeting was closed, and these minutes were drawn-up, which after having been read and approved, were signed by the Directors present to the Meeting and by the Secretary, and following transcribed in the proper book.

Signatures: Felix Pablo Ivorra Cano Chairman of the Meeting and Chairman of the Board; Fernando Xavier Ferreira; Eduardo Perestrelo Correia de Matos; Pedro Manuel Brandão Rodrigues and Carlos Manuel de L. e V. Cruz; Antonio Gonçalves de Oliveira Directors; Ernesto Lopez Mozo; Ignacio Aller Mallo; Zeinal Abedin Mohamed Bava; Iriarte José Araújo Esteves; Antonio Viana-Baptista Directors represented by Mr. Felix Pablo Ivorra Cano. João Luis Tenreiro Barroso, Norair Ferreira do Carmo and Sydney Alberto Latini Members of the Audit Committee. Evandro Luís Pippi Kruel Secretary.

I hereby certify that this is a faithful copy of the minutes that were drawn-up in the Register of Minutes of the Board of Directors' Meetings.

Evandro Luis Pippi Kruel
Secretary of the Meeting
OAB/RS nº 18.780.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: February 26, 2004

TELESP CELULAR PARTICIPAÇÕES S.A.

By: /s/ Fernando Abella Garcia

Fernando Abella Garcia
Investor Relations Officer

FORWARD-LOOKING STATEMENTS

This press release may contain forward-looking statements. These statements are statements that are not historical facts, and are based on management's current view and estimates of future economic circumstances, industry conditions, company performance and financial results. The words "anticipates", "believes", "estimates", "expects", "plans" and similar expressions, as they relate to the company, are intended to identify forward-looking statements. Statements regarding the declaration or payment of dividends, the implementation of principal operating and financing strategies and capital expenditure plans, the direction of future operations and the factors or trends affecting financial condition, liquidity or results of operations are examples of forward-looking statements. Such statements reflect the current views of management and are subject to a number of risks and uncertainties. There is no guarantee that the expected events, trends or results will actually occur. The statements are based on many assumptions and factors, including general economic and market conditions, industry conditions, and operating factors. Any changes in such assumptions or factors could cause actual results to differ materially from current expectations.
