

STET HELLAS TELECOMMUNICATIONS SA
Form SC 13G/A
February 26, 2003

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No.2) (1)

STET Hellas Telecommunications S.A.

(Name Of Issuer)

Ordinary Shares, par value GRD 500.00 per share

(Title of Class of Securities)

N/A

(CUSIP Number)

December 31, 2002

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

(1) 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 the disclosures provided in a prior cover page.

The information required in 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 ("the Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP NO.

13G

1 NAME OF REPORTING PERSON

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SS. OR IRS IDENTIFICATION NO. OF ABOVE PERSON

Verizon Communications Inc. #23-2259884

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(A) []
(B) [X]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 5 SOLE VOTING POWER
SHARES 0 Ordinary Shares

BENEFICIALLY 6 SHARED VOTING POWER
OWNED BY 0 Ordinary Shares

EACH 7 SOLE DISPOSITIVE POWER
REPORTING 0 Ordinary Shares

PERSON 8 SHARED DISPOSITIVE POWER
WITH 0 Ordinary Shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
0 Ordinary Shares

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
0% of the Issuer's outstanding Ordinary Shares

12 TYPE OF REPORTING PERSON*

CO

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CUSIP NO. 13G

1 NAME OF REPORTING PERSON
SS. OR IRS IDENTIFICATION NO. OF ABOVE PERSON

GTE Corporation #13-1678633

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

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(A) []
(B) [X]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

New York

NUMBER OF 5 SOLE VOTING POWER
SHARES 0 Ordinary Shares

BENEFICIALLY 6 SHARED VOTING POWER
OWNED BY 0 Ordinary Shares

EACH 7 SOLE DISPOSITIVE POWER
REPORTING 0 Ordinary Shares

PERSON 8 SHARED DISPOSITIVE POWER
WITH 0 Ordinary Shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0 Ordinary Shares

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW

0% of the Issuer's outstanding Ordinary Shares

12 TYPE OF REPORTING PERSON*

CO

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CUSIP NO. 13G

1 NAME OF REPORTING PERSON
SS. OR IRS IDENTIFICATION NO. OF ABOVE PERSON

GTE International Telecommunications Incorporated #06-1460807

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(A) []
(B) [X]

3 SEC USE ONLY

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4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 5 SOLE VOTING POWER
SHARES 0 Ordinary Shares

BENEFICIALLY 6 SHARED VOTING POWER
OWNED BY 0 Ordinary Shares

EACH 7 SOLE DISPOSITIVE POWER
REPORTING 0 Ordinary Shares

PERSON 8 SHARED DISPOSITIVE POWER
WITH 0 Ordinary Shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0 Ordinary Shares

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0% of the Issuer's outstanding Ordinary Shares

12 TYPE OF REPORTING PERSON*

CO

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CUSIP NO. 13G

1 NAME OF REPORTING PERSON
SS. OR IRS IDENTIFICATION NO. OF ABOVE PERSON

GTE Venezuela Incorporated #13-3634506

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(A) []
(B) [X]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

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NUMBER OF	5	SOLE VOTING POWER
SHARES		0 Ordinary Shares

BENEFICIALLY	6	SHARED VOTING POWER
OWNED BY		0 Ordinary Shares

EACH	7	SOLE DISPOSITIVE POWER
REPORTING		0 Ordinary Shares

PERSON	8	SHARED DISPOSITIVE POWER
WITH		0 Ordinary Shares

9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
		0 Ordinary Shares

10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*	

11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	
	0% of the Issuer's outstanding Ordinary Shares	

12	TYPE OF REPORTING PERSON*	
	CO	

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CUSIP NO. 13G

1 NAME OF REPORTING PERSON
SS. OR IRS IDENTIFICATION NO. OF ABOVE PERSON

Bell Atlantic Latin America Holdings, Inc. #541679838

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(A) []
(B) [X]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF	5	SOLE VOTING POWER
SHARES		0 Ordinary Shares

BENEFICIALLY	6	SHARED VOTING POWER

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OWNED BY		0 Ordinary Shares
EACH	7	SOLE DISPOSITIVE POWER
REPORTING		0 Ordinary Shares
PERSON	8	SHARED DISPOSITIVE POWER
WITH		0 Ordinary Shares
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
		0 Ordinary Shares
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9.	
	0% of the Issuer's outstanding Ordinary Shares	
12	TYPE OF REPORTING PERSON*	
	CO	

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 CUSIP NO. 13G

1 NAME OF REPORTING PERSON
 SS. OR IRS IDENTIFICATION NO. OF ABOVE PERSON
 Bell Atlantic New Holdings, Inc. #232726821

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
 (A) []
 (B) [X]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware

NUMBER OF	5	SOLE VOTING POWER
SHARES		0 Ordinary Shares
BENEFICIALLY	6	SHARED VOTING POWER
OWNED BY		0 Ordinary Shares
EACH	7	SOLE DISPOSITIVE POWER

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REPORTING 0 Ordinary Shares

 PERSON 8 SHARED DISPOSITIVE POWER
 WITH 0 Ordinary Shares

 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 0 Ordinary Shares

 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
 0% of the Issuer's outstanding Ordinary Shares

 12 TYPE OF REPORTING PERSON*
 CO

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 CUSIP NO. 13G

 1 NAME OF REPORTING PERSON
 SS. OR IRS IDENTIFICATION NO. OF ABOVE PERSON
 Verizon International Holdings Ltd. #13-4153957

 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
 (A) []
 (B) [X]

 3 SEC USE ONLY

 4 CITIZENSHIP OR PLACE OF ORGANIZATION
 Bermuda

 NUMBER OF 5 SOLE VOTING POWER
 SHARES 0 Ordinary Shares

 BENEFICIALLY 6 SHARED VOTING POWER
 OWNED BY 0 Ordinary Shares

 EACH 7 SOLE DISPOSITIVE POWER
 REPORTING 0 Ordinary Shares

 PERSON 8 SHARED DISPOSITIVE POWER
 WITH 0 Ordinary Shares

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9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
0 Ordinary Shares

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
0% of the Issuer's outstanding Ordinary Shares

12 TYPE OF REPORTING PERSON*
CO

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CUSIP NO. 13G

1 NAME OF REPORTING PERSON
SS. OR IRS IDENTIFICATION NO. OF ABOVE PERSON
GTE Venezuela S.a.r.l. #13-3634506

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(A) []
(B) [X]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Luxembourg

NUMBER OF 5 SOLE VOTING POWER
SHARES 0 Ordinary Shares

BENEFICIALLY 6 SHARED VOTING POWER
OWNED BY 0 Ordinary Shares

EACH 7 SOLE DISPOSITIVE POWER
REPORTING 0 Ordinary Shares

PERSON 8 SHARED DISPOSITIVE POWER
WITH 0 Ordinary Shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
0 Ordinary Shares

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10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0% of the Issuer's outstanding Ordinary Shares

12 TYPE OF REPORTING PERSON*

CO

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CUSIP NO. 13G

1 NAME OF REPORTING PERSON
SS. OR IRS IDENTIFICATION NO. OF ABOVE PERSON

Verizon Europe Holdings II B.V.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(A) []

(B) [X]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

The Netherlands

NUMBER OF 5 SOLE VOTING POWER
SHARES 0 Ordinary Shares

BENEFICIALLY 6 SHARED VOTING POWER
OWNED BY 0 Ordinary Shares

EACH 7 SOLE DISPOSITIVE POWER
REPORTING 0 Ordinary Shares

PERSON 8 SHARED DISPOSITIVE POWER
WITH 0 Ordinary Shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0 Ordinary Shares

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

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0% of the Issuer's outstanding Ordinary Shares

12

TYPE OF REPORTING PERSON*

CO

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Item 1.

(a) Name of Issuer

STET Hellas Telecommunications S.A. ("STET Hellas")

(b) Address of Issuer's Principal Executive Offices

60 Kifissias Avenue
15125 Maroussi, Athens
Greece

Item 2.

(a) Name of Persons Filing

Verizon Communications Inc. ("Verizon")
GTE Corporation ("GTE")
GTE International Telecommunications Incorporated ("GTE International")
GTE Venezuela Incorporated ("GTE Venezuela")
Bell Atlantic Latin America Holdings, Inc. ("BALAH")
Bell Atlantic New Holdings, Inc. ("BANHI")
Verizon International Holdings Ltd. ("VIHL")
GTE Venezuela S.a.r.l. ("Venezuela")
Verizon Europe Holdings II B.V. ("Verizon Europe Holdings")

(b) Address of Principal Business Office or, if none, Residence

For each of Verizon, GTE, GTE International, GTE Venezuela, Venezuela and Verizon Europe Holdings:

1095 Avenue of the Americas
New York, New York 10036

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For each of BALAH and BANHI:

1310 North Court House Road
Arlington, Virginia 22201

For VIHL:

c/o AS&K Services Ltd.
Cedar House, 41 Cedar Avenue
Hamilton HM12, Bermuda

(c) Citizenship

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Each of Verizon, BANHI, BALAH, GTE Venezuela and GTE International is incorporated under the laws of the State of Delaware.

GTE is incorporated under the laws of the State of New York.

VIHL is incorporated under the laws of Bermuda.

Venezuela is incorporated under the laws of Luxembourg

Verizon Europe Holdings is incorporated under the laws of The Netherlands.

(d) Title of Class of Securities

Ordinary Shares, par value GRD 500.00 per share

(e) CUSIP Number

N/A

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Item 3. If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b), check whether the person filing is a:

- (a) Broker or Dealer registered under Section 15 of the Exchange Act
- (b) Bank as defined in Section 3(a)(6) of the Exchange Act
- (c) Insurance Company as defined in Section 3(a)(19) of the Exchange Act
- (d) Investment Company registered under Section 8 of the Investment Company Act
- (e) Investment Adviser in accordance with Rule 13d-1(b)(1)(ii)(E)
- (f) Employee Benefit Plan or Endowment Fund in accordance with 13d-1(b)(1)(ii)(F)
- (g) Parent Holding Company or Control Person in accordance with Rule 13d-1(b)(1)(ii)(G)
- (h) Savings Association as defined in Section 3(b) of the Federal Deposit Insurance Act
- (i) Church Plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act
- (j) Group, in accordance with Rule 13d-1(b)(1)(ii)(J)

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Item 4. Ownership

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(a) Amount Beneficially Owned:

0 Ordinary Shares

(b) Percent of Class:

0%

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote: 0

(ii) shared power to vote or to direct the vote: 0

(iii) sole power to dispose or to direct the disposition of: 0

(iv) shared power to dispose or to direct the disposition of: 0

On August 2, 2002, Verizon Europe Holdings disposed of all of the Ordinary Shares of STET Hellas previously owned by it and terminated the shareholders' agreement relating to such shares to which it had been a party. Venezuela owns 100% of the equity of Verizon Europe Holdings. VIHL owns 100% of the equity of Venezuela. BANHI owns 95.6% of the equity of VIHL. BALAH owns 100% of the equity of BANHI. GTE Venezuela owns 100% of the equity of BALAH. GTE International owns 100% of the equity of GTE Venezuela. GTE owns 68.6% of the equity of GTE International. Verizon owns 100% of the equity of GTE. By virtue of the relationships among such companies, each of them may be deemed to have had shared power to vote and dispose of, or to direct the vote and disposition of, the Ordinary Shares of STET Hellas previously owned by Verizon Europe Holdings. As of the date of this report, none of the reporting persons has any power to vote and dispose of, or to direct the vote and disposition of, any Ordinary Shares of STET Hellas.

Item 5. Ownership of Five Percent or Less of a Class:

This statement is being filed to report the fact that as of the date hereof the reporting persons have ceased to be the beneficial owners of more than five percent of the Ordinary Shares of STET Hellas.

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Item 6. Ownership of More Than Five Percent on Behalf of Another Person:

Not Applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported On by the Parent Holding Company:

See Item 4.

Item 8. Identification and Classification of Members of the Group:

Not Applicable.

Item 9. Notice of Dissolution of Group:

Not Applicable.

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Item 10. Certifications:

Not Applicable.

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SIGNATURES

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.

February 12, 2003

VERIZON COMMUNICATIONS INC.

/s/ Marianne Drost

Signature

Marianne Drost - Corporate Secretary

Name/Title

GTE CORPORATION

/s/ Marianne Drost

Signature

Marianne Drost - Corporate Secretary

Name/Title

GTE INTERNATIONAL
TELECOMMUNICATIONS INCORPORATED

/s/ Marianne Drost

Signature

Marianne Drost - Corporate Secretary

Name/Title

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GTE VENEZUELA INCORPORATED

/s/ Marianne Drost

Signature

Marianne Drost - Corporate Secretary

Name/Title

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BELL ATLANTIC LATIN AMERICA
HOLDINGS, INC.

/s/ Christopher M. Bennett

Signature

Christopher M. Bennett - Vice
President

Name/Title

BELL ATLANTIC NEW HOLDINGS, INC.

/s/ Mary Louise Weber

Signature

Mary Louise Weber - Secretary

Name/Title

VERIZON INTERNATIONAL HOLDINGS LTD.

/s/ Mary Louise Weber

Signature

Mary Louise Weber - Assistant
Secretary

Name/Title

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GTE VENEZUELA S.a.r.l.

By: GTE VENEZUELA INCORPORATED

/s/ Marianne Drost

Signature

Marianne Drost - Corporate Secretary

Name/Title

VERIZON EUROPE HOLDINGS II B.V.

BY: TRUST INTERNATIONAL MANAGEMENT,
MANAGING DIRECTOR

/s/ Mary Louise Weber

Signature

Mary Louise Weber/ Power of
Attorney*

Name/Title

(*Power of Attorney previously filed with Schedule 13G of the reporting persons dated December 31, 2001 with respect to the Ordinary Shares of the Issuer and incorporated herein by reference)

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EXHIBIT A

AGREEMENT AS TO JOINT FILING OF SCHEDULE 13G

In accordance with Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, the persons named below agree to the joint filing on behalf of each of them of a Statement on Schedule 13G (including amendments thereto) with respect to the ordinary shares of STET HellasTelecommunications S.A. and further agree that this Joint Filing Agreement be included as an Exhibit to such joint filings. In evidence thereof, the undersigned hereby execute this Agreement as of the 14th day of February, 2002.

VERIZON COMMUNICATIONS INC.

/s/ Marianne Drost

Signature

Marianne Drost - Corporate Secretary

Name/Title

GTE CORPORATION

/s/ Marianne Drost

Signature

Marianne Drost - Corporate Secretary

Name/Title

GTE INTERNATIONAL
TELECOMMUNICATIONS INCORPORATED

/s/ Marianne Drost

Signature

Marianne Drost - Corporate Secretary

Name/Title

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GTE VENEZUELA INCORPORATED

/s/ Marianne Drost

Signature

Marianne Drost - Corporate Secretary

Name/Title

BELL ATLANTIC LATIN AMERICA
HOLDINGS, INC.

/s/ Stephen B. Heimann

Signature

Stephen B. Heimann - Assistant
Secretary

Name/Title

BELL ATLANTIC NEW HOLDINGS, INC.

/s/ Mary Louise Weber

Signature

Mary Louise Weber - Secretary

Name/Title

VERIZON INTERNATIONAL HOLDINGS LTD.

/s/ Mary Louise Weber

Signature

Mary Louise Weber - Assistant
Secretary

Name/Title

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GTE VENEZUELA S.a.r.l.

By: GTE VENEZUELA INCORPORATED

/s/ Marianne Drost

Signature

Marianne Drost - Corporate Secretary

Name/Title

VERIZON EUROPE HOLDINGS II B.V.

BY: TRUST INTERNATIONAL MANAGEMENT,
MANAGING DIRECTOR

/s/ Mary Louise Weber

Signature

Mary Louise Weber/ Power of
Attorney*

Name/Title

(*Power of Attorney previously filed
with Schedule 13G of the reporting
persons dated December 31, 2001 with
respect to the Ordinary Shares of
the Issuer and incorporated herein
by reference)

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