

Edgar Filing: AES CORPORATION - Form SC 13D/A

AES CORPORATION  
Form SC 13D/A  
March 19, 2002

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549  
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SCHEDULE 13D/A  
(RULE 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO  
13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2(a)

(Amendment No. 7)

(Final Amendment)

COMPANIA ANONIMA NACIONAL TELEFONOS DE VENEZUELA (CANTV)  
-----

(Name of Issuer)

NATIONAL TELEPHONE COMPANY OF VENEZUELA  
-----

(CANTV)  
-----

(Translation of Name of Issuer Into English)

Class D Common Shares,  
Nominal Value Bs. 36.90182224915 Per Share (the "Class D Shares")  
American Depositary Shares, Each Representing  
Seven Class D Shares (the "ADSs")  
-----

(Title of Class of Securities)

P3055Q103 (Class D Shares); 204421101 (ADSs)  
-----

(CUSIP Number)

Barry J. Sharp, Senior Vice President and Chief Financial Officer,  
The AES Corporation 1001 North 19th Street Arlington, Virginia 22209,  
Tel: (703) 522-1315

Copy to:

Michael E. Gizang, Skadden, Arps, Slate, Meagher & Flom LLP  
Four Times Square, New York, NY 10036, Tel: (212) 735-2704  
-----

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

March 15, 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(f) or 13d-1(g),

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check the following box [ ]

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CUSIP NO. P3055Q103 (Class D Shares) 204421101 (ADSs)	13D																					
PAGE 3																						
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1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) The AES Corporation																					
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2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [ ] (b) [ ]																					
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3	SEC USE ONLY																					
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4	SOURCE OF FUNDS OO, AF																					
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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 State of Delaware																					
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NUMBER OF SHARES BENEFICIALLY OWNED BY REPORTING PERSON WITH	<table border="0"> <tr> <td>7</td> <td>SOLE VOTING POWER</td> <td>Class D Shares: 6 ADSs: 785</td> </tr> <tr> <td colspan="3">-----</td> </tr> <tr> <td>8</td> <td>SHARED VOTING POWER</td> <td>Class D Shares: None ADSs: None</td> </tr> <tr> <td colspan="3">-----</td> </tr> <tr> <td>9</td> <td>SOLE DISPOSITIVE POWER</td> <td>Class D Shares: 6 ADSs: 785</td> </tr> <tr> <td colspan="3">-----</td> </tr> <tr> <td>10</td> <td>SHARED DISPOSITIVE POWER</td> <td>Class D Shares: None ADSs: None</td> </tr> </table>	7	SOLE VOTING POWER	Class D Shares: 6 ADSs: 785	-----			8	SHARED VOTING POWER	Class D Shares: None ADSs: None	-----			9	SOLE DISPOSITIVE POWER	Class D Shares: 6 ADSs: 785	-----			10	SHARED DISPOSITIVE POWER	Class D Shares: None ADSs: None
7	SOLE VOTING POWER	Class D Shares: 6 ADSs: 785																				
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9	SOLE DISPOSITIVE POWER	Class D Shares: 6 ADSs: 785																				
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10	SHARED DISPOSITIVE POWER	Class D Shares: None ADSs: None																				
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11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON Class D Shares: 6 ADSs: 785																					
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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) 0% See Item 5.																					
-----																						
14	TYPE OF REPORTING PERSON HC																					
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CUSIP NO.P3055Q103 (Class D Shares) 204421101 (ADSs)	13D																					
PAGE 5																						

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1 NAMES OF REPORTING PERSONS  
 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
 AES Channon Holdings B.V.

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

3 SEC USE ONLY

4 SOURCE OF FUNDS  
 OO, 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  
 The Netherlands

NUMBER OF SHARES BENEFICIALLY OWNED BY REPORTING PERSON WITH	7	SOLE VOTING POWER	Class D Shares: 6 ADSS: 785
	8	SHARED VOTING POWER	Class D Shares: None ADSS: None
	9	SOLE DISPOSITIVE POWER	Class D Shares: 6 ADSS: 785
	10	SHARED DISPOSITIVE POWER	Class D Shares: None ADSS: None

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 Class D Shares: 6  
 ADSS: 785

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
 0% See Item 5.

14 TYPE OF REPORTING PERSON  
 CO

CUSIP NO. P3055Q103 (Class D Shares) 13D PAGE 7  
 204421101 (ADSS)

1 NAMES OF REPORTING PERSONS  
 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
 Corporacion EDC, C.A.

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

3 SEC USE ONLY

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4 SOURCE OF FUNDS  
OO, 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  
Venezuela

NUMBER OF 7 SOLE VOTING POWER Class D Shares: 6  
SHARES ADSs: 785

BENEFICIALLY OWNED BY 8 SHARED VOTING POWER Class D Shares: None  
REPORTING ADSs: None  
PERSON WITH

9 SOLE DISPOSITIVE POWER Class D Shares: 6  
ADSs: 785

10 SHARED DISPOSITIVE POWER Class D Shares: None  
ADSs: None

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
Class D Shares: 6  
ADSs: 785

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
0% See Item 5.

14 TYPE OF REPORTING PERSON  
CO

CUSIP NO.P3055Q103 (Class D Shares) 13D PAGE 9  
204421101 (ADSs)

1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
Inversiones Inxtel, C.A.

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

3 SEC USE ONLY

4 SOURCE OF FUNDS  
OO, 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  
Venezuela

NUMBER OF 7 SOLE VOTING POWER Class D Shares: 6

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SHARES			ADSs: 785
BENEFICIALLY OWNED BY REPORTING PERSON WITH	8	SHARED VOTING POWER	Class D Shares: None ADSs: None
	9	SOLE DISPOSITIVE POWER	Class D Shares: 6 ADSs: 785
	10	SHARED DISPOSITIVE POWER	Class D Shares: None ADSs: None

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
Class D Shares: 6  
ADSs: 785

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
0% See Item 5.

14 TYPE OF REPORTING PERSON  
CO

CUSIP NO.P3055Q103 (Class D Shares) 13D PAGE 11  
204421101 (ADSs)

1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
AES Comunicaciones de Venezuela, C.A.

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

3 SEC USE ONLY

4 SOURCE OF FUNDS  
00

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Venezuela

NUMBER OF SHARES BENEFICIALLY OWNED BY REPORTING PERSON WITH	7	SOLE VOTING POWER	Class D Shares: 6 ADSs: 785
	8	SHARED VOTING POWER	Class D Shares: None ADSs: None
	9	SOLE DISPOSITIVE POWER	Class D Shares: 6 ADSs: 785
	10	SHARED DISPOSITIVE POWER	Class D Shares: None



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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 Amendment to Schedule 13D is true, complete and correct.

AES Channon Holdings B.V.

By: /s/ Steven P. Clancy

-----  
Name: Steven P. Clancy  
Title: Director

Date: March 19, 2002

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Amendment to Schedule 13D is true, complete and correct.

Corporacion EDC, C.A.

By: /s/ Paul Hanrahan

-----  
Name: Paul Hanrahan  
Title: Director

Date: March 19, 2002

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Amendment to Schedule 13D is true, complete and correct.

Inversiones Innextel, C.A.

By: /s/ Steven P. Clancy

-----  
Name: Steven P. Clancy  
Title: Director

Date: March 19, 2002

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Amendment to Schedule 13D is true, complete and correct.

AES Comunicaciones de Venezuela, C.A

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By: /s/ Paul Hanrahan

-----  
Name: Paul Hanrahan

Title: Director

Date: March 19, 2002