

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

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**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**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**

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**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

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**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

**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: April 7, 2006

PORTUGAL TELECOM, SGPS, S.A.

By:                     /s/ Nuno Prego                    

**Nuno Prego**  
**Investor Relations Director**

**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.

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