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TELEFONOS DE MEXICO S A DE C V
Form SC TO-I
October 09, 2003

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

SCHEDULE TO
Tender Offer Statement under Section 14(d) (1) or 13(e) (1)
of the Securities Exchange Act of 1934
Telefonos de Mexico, S.A. de C.V.

(Name of Subject Company (issuer))

Telefonos de Mexico, S.A. de C.V.

(Name of Filing Person (issuer))

4.25% Convertible Senior Debentures Due 2004

(Title of Class of Securities)

879403AD5

(CUSIP Numbers of Classes of Securities)

Adolfo Cerezo Perez
Chief Financial Officer
Telefonos de Mexico, S.A. de C.V.
Parque Via 190
Colonia Cuauhtemoc
06599 Mexico, D.F. Mexico
(52) 55 5222 5144

(Name, address, and telephone numbers of
person authorized to receive notices and
communications on behalf of filing persons)

Copies to:
Nicolas Grabar
Cleary, Gottlieb, Steen & Hamilton
One Liberty Plaza
New York, New York 10006
(212) 225-2000
Calculation of Filing Fee

Transaction valuation*

Amount of filing fee
U.S.\$45,202.88

*For the purpose of calculating amount of filing fee only. The amount assumes that U.S.\$500,000,000 of the principal amount of the outstanding debentures are purchased at a price of U.S.\$1,117.50 per U.S.\$1,000 principal amount of the debentures.

Check the box if any part of the fee is offset as provided by Rule 0-11(a) (2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: Not applicable.
Form or Registration No.: Not applicable.

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Filing Party: Not applicable.
Date Filed: Not applicable.

[] Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

[] third-party tender offer subject to Rule 14d-1.

[X] issuer tender offer subject to Rule 13e-4.

[] going-private transaction subject to Rule 13e-3.

[] amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer: []

INTRODUCTORY STATEMENT

This Tender Offer Statement on Schedule TO (this "Schedule TO") relates to an offer by Telefonos de Mexico, S.A. de C.V., a Mexican corporation (the "Company"), to purchase for cash up to U.S.\$500,000,000 aggregate principal amount of its 4.25% Convertible Senior Debentures Due 2004 (the "Debentures"), at a purchase price of U.S.\$1,117.50 per U.S.\$1,000 principal amount of the Debentures plus accrued and unpaid interest to (but excluding) the date of purchase (the "Purchase Price"), upon the terms and subject to the conditions set forth in the Offer to Purchase, dated October 9, 2003 (the "Offer to Purchase") and in the related Letter of Transmittal (which, together with any amendments or supplements thereto, constitute the "Offer"). Copies of the Offer to Purchase and the Letter of Transmittal are filed with this Schedule TO as Exhibits (a)(1)(A) and (a)(1)(B), respectively.

The information set forth in Exhibit (a)(1)(A) to this Schedule TO is incorporated by reference in answer to Items 1 through 11 in this Schedule TO, except those items as to which information is specifically provided herein.

The table below names each person specified in Instruction C to Schedule TO. Unless otherwise indicated, each such person's business address is that of our executive offices, and they may be contacted by phone by dialing Jose Manuel Camacho Berrueta at (52) 55 5222 5167.

Table with 2 columns: Name, Position. Lists Board of Directors members including Carlos Slim Helu (Chairman), Carlos Slim Domit (Co-chairman), Jaime Chico Pardo (Vice chairman), Emilio Azcarraga Jean (Director), Antonio Cosio Arino (Director), Amparo Espinosa Rugarcia (Director), Elmer Franco Macias (Director), Angel Losada Moreno (Director), Romulo O'Farrill Jr. (Director), and Juan Antonio Perez Simon (Vice chairman).

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Fernando Senderos Mestre	Director
Marco Antonio Slim Domit	Director; alternate member of the execut
James W. Callaway	Director
Mark E. Royse	Director; member of the executive commit
Janet M. Duncan	Director; alternate member of the execut
Rafael Kalach Mizrahi	Director
Ricardo Martin Bringas	Director

Officers of the Company

Jaime Chico Pardo	Chief Executive Officer
Isidoro Ambe Attar	Commercial-Corporate Area
Adolfo Cerezo Perez	Chief Financial Officer
Javier Elguea Solis	Dean of Inttelmex
Arturo Elias Ayub	Strategic Alliances, Communications and Institutional Relations
Eduardo Gomez Chibli	Technical and Long Distance
Javier Mondragon Alarcon	General Counsel
Jaime Perez Gomez	Human Resources
Patrick Slim Domit	Commercial-Retail Markets
Hector Slim Seade	Support to Operations
Andres R. Vazquez del Mercado Benshimol	Investments and Strategic Development
Oscar Von Hauske Solis	Systems and Processes
Jose Covarrubias Bravo	East Metro Division
Dario Fernandez Lizardi	Gulf Division
Miguel Angel Gonzalez Arriaga	West Division
Gerardo Leal Garza	South Metro Division
Francisco Niembro Gonzalez	West Metro Division
Hiram Ontiveros Medrano	Norwest Division
Raymundo Paulin Velasco	Northeast Division
Jorge Luis Suastegui Esquivel	Center Division
Miguel Angel Vera Garcia	Southwest Division
Luis Villanueva Gomez	Telnor
Gerardo Zozaya	North Division

Board of Directors of the Company Carso Global Telecom, S.A. de C.V.

Carlos Slim Helu
Carlos Slime Domit
Jaime Chico Pardo
Claudio X. Gonzalez Laporte
Joe Kuri Harfush
Juan Antonio Perez Simon

Officers of Carso Global Telecom, S.A. de C.V.

Jaime Chico Pardo
Armando Ibanez Vazquez

Other controlling persons

Maria Soumaya Slim Domit
Vanessa Paola Slim Domit
Johanna Monique Domit
Carso Global Telecom, S.A. de C.V.
Avenida Insurgentes Sur No. 3500
Planta Baja
Colonia Pena Pobre,
Mexico, D.F., C.P. 14060
(52) 55 5244 0802

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Item 8. Interest in Securities of the Subject Company.

Beginning on July 24, 2003, we repurchased debentures in the open market and in private transactions in a series of transactions concluding on August 26, 2003. A total of U.S.\$190,000,000 aggregate principal amount of debentures were purchased. The table below sets forth the dates of the transactions, as well as the average price and the principal amount purchased on each such date.

Date	Price	Principal Amount
July 24, 2003.....	U.S.\$111.0000	U.S.\$10,000,000
July 25, 2003.....	110.6250	5,000,000
July 29, 2003.....	111.0000	25,000,000
July 30, 2003.....	110.8438	20,000,000
July 31, 2003.....	111.1250	5,000,000
August 1, 2003.....	111.3125	20,000,000
August 4, 2003.....	111.0833	15,000,000
August 20, 2003.....	110.7250	25,000,000
August 21, 2003.....	110.6250	10,000,000
August 22, 2003.....	110.6250	10,000,000
August 25, 2003.....	110.3250	25,000,000
August 26, 2003.....	110.0833	15,000,000

August 27, 2003.....	110.8750	5,000,000

		U.S.\$190,000,000
		=====

Except as set forth above, based on Telmex's records and on information provided to Telmex by its directors, managers, executive officers, associates and subsidiaries, none of Telmex or any of its associates or subsidiaries and, to the best of Telmex's knowledge, none of the directors, managers, executive officers or controlling persons of Telmex or any of their subsidiaries, or any associates or subsidiaries of any of the foregoing, beneficially owns any debentures or has effected any transactions in the debentures during the past 60 days.

Item 10. Financial Statements.

Pursuant to Instruction 2 to Item 10, financial information is not material.

Item 12. Exhibits.

- (a) (1) (A) Offer to Purchase, dated October 9, 2003.
- (a) (1) (B) Form of Letter of Transmittal.
- (a) (1) (C) Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.
- (a) (1) (D) Form of Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.
- (a) (5) Press Release issued by Telmex dated October 8, 2003.

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SIGNATURE

After due 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.

Dated: October 9, 2003

TELEFONOS DE MEXICO, S.A. DE C.V.

By: /s/ Adolfo Cerezo Perez

Name: Adolfo Cerezo Perez
Title: Chief Financial Officer

INDEX TO EXHIBITS

Exhibit No. -----	Description -----
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