AES CORPORATION Form SC 13D/A November 08, 2001

# 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. 4)

COMPANIA ANONIMA NACIONAL TELEFONOS DE VENEZUELA (CANTV)

(Name of Issuer)

NATIONAL TELEPHONE COMPANY OF VENEZUELA (CANTV)

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(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)

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(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

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

November 7, 2001

November 7, 2001

(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), check the following box [ ]

CUSIP NO. 204421101		3 (Clá	ass D Shares)	13	BD		PAGE 2	
1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) The AES Corporation							
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	CITIZENS State of		OR PLACE OF ORGA	NIZATION				
		7	SOLE VOTING P	OWER		D Shares: 1,000	64,000,524	
NUMBER OF SHARES BENEFICIAL	LLY	8	SHARED VOTING	POWER	Class ADSs:	D Shares: None	None	
OWNED BY REPORTING PERSON WI	TH	9	SOLE DISPOSIT	IVE POWER		D Shares: 1,000	64,000,524	
		10	SHARED DISPOS	ITIVE POWER	Class ADSs:	D Shares: None	None	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON Class D Shares: 64,000,524 ADSs: 1,000							
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  CERTAIN SHARES  [ ]							
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)							
	approxim	nately	1,000,524 Class 7 13.6% of the tass D Shares re	otal Class D	Shares	outstandi	ng	
14	TYPE OF HC	REPOR	RTING PERSON					

CUSIP NO. P3055Q103 (Class D Shares) 13D PAGE 3 204421101 (ADSs)

1 NAMES OF REPORTING PERSONS

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

2	CHECK TH	HE APP	ROPRIATE BOX II	F A MEMBER OF	A GROU	? (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							
		7	SOLE VOTING I	POWER		D Shares: 1,000	64,000,524	
NUMBER OF SHARES BENEFICIAL	LLY	8	SHARED VOTING	G POWER	Class ADSs:	D Shares: None	None	
OWNED BY REPORTING PERSON WIT	ГН	9	SOLE DISPOSI	FIVE POWER	Class ADSs:		64,000,524	
		10	SHARED DISPOS	SITIVE POWER	Class ADSs:		None	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON Class D Shares: 64,000,524 ADSs: 1,000							
12	CHECK BO		THE AGGREGATE A	AMOUNT IN ROW	(11) E	XCLUDES	[ ]	
13	PERCENT	OF CL	ASS REPRESENTE	BY AMOUNT II	N ROW (	 11)		
	approxim	nately	,000,524 Class 13.6% of the tass	total Class D	Shares	outstandi	ng	
14	TYPE OF	REPOR	TING PERSON					
CUSIP NO. 204421101		 3 (Cla	ss D Shares)	131	)		PAGE 4	
1	I.R.S.	IDENTI	RTING PERSONS FICATION NOS. ( DC, C.A.	OF ABOVE PERSO	ONS (EN	FITIES ONL	Υ)	
2	CHECK TE	HE APP	ROPRIATE BOX II	F A MEMBER OF	A GROUI	` '	[ ]	
3	SEC USE	ONLY						
4	SOURCE (	OF FUN	DS					

5	CHECK BO		ISCLOSURE r 2(e)	OF LEGAL I	PROCEEDI	NGS IS	REQUIRE	ED P	URSUAN [	_
 6	CITIZENS Venezuel		PLACE OF	ORGANIZATI	ON					
WIMPED OF		7	SOLE VOTI	NG POWER			D Share	es:	64,000	, 52
NUMBER OF SHARES BENEFICIALI	ĽY	8	SHARED VO	TING POWE	₹	Class ADSs:	D Share	es:	None	
OWNED BY REPORTING PERSON WITH	ł	9	SOLE DISP	OSITIVE PO	)WER	Class ADSs:	D Share	es:	64,000	, 52
		10	SHARED DI	SPOSITIVE	POWER	Class ADSs:		es:	None	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON Class D Shares: 64,000,524 ADSs: 1,000									
12	CHECK BO		HE AGGREGA	TE AMOUNT	IN ROW	(11) E	XCLUDES		[	]
 13	PERCENT	OF CLA	SS REPRESE	NTED BY AN	MOUNT IN	ROW (	11)			
	approxim	ately :	000,524 Cl 13.6% of t ss D Share	he total (	Class D	Shares	outstar	ndin	.g	
14	TYPE OF	REPORT	ING PERSON							
		 (Clas:	s D Shares	)	 13D				P <i>I</i>	 \GE \
1	NAMES OF	DENTIF	TING PERSOICATION NO	S. OF ABOV	/E PERSO	NS (EN	TITIES (	NLY	·)	
2	CHECK TH	E APPRO	OPRIATE BO	X IF A MEN	MBER OF	A GROUI	•	a)	 [ [	_
 3	SEC USE	ONLY								
 4	SOURCE O	F FUND								
5	CHECK BO		ISCLOSURE r 2(e)	OF LEGAL I		NGS IS	_	ED P	URSUAN	
6	CITIZENS Venezuel		PLACE OF	ORGANIZAT						
		 7	SOLE VOTI	 NG POWER		 Class	D Share	 es:	63,999	 9,524

NUMBER OF				ADSs:	None		
NUMBER OF SHARES BENEFICIALLY OWNED BY REPORTING PERSON WITH		8	SHARED VOTING POWER		D Shares:	None	
		9	SOLE DISPOSITIVE POWER		D Shares: None	63,999,524	
		10	SHARED DISPOSITIVE POW		D Shares: None	None	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON Class D Shares: 63,999,524 ADSs: None						
12	CHECK BO	ROW (11) E	EXCLUDES	[ ]			
13	PERCENT	OF CLA	ASS REPRESENTED BY AMOUN'	г in row (	(11)		
	the tota	al Clas	,999,524 Class D Shares ss D Shares outstanding y ADSs)). See Item 5.				
		DEDOD'	ING PERSON				
	CO		ss D Shares)	13D		PAGE 6	
	P3055Q10: (ADSs)  NAMES OI	3 (Clas F REPOI	RTING PERSONS FICATION NOS. OF ABOVE P		TITIES ONL		
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CUSIP NO. 204421101	P3055Q103 (ADSs)  NAMES OI I.R.S. 3 AES Comm	3 (Class F REPORTING CONLY	RTING PERSONS FICATION NOS. OF ABOVE PI iones de Venezuela, C.A. ROPRIATE BOX IF A MEMBER	ERSONS (EN	 JP (a)	Y)	
CUSIP NO. 204421101	P3055Q103 (ADSs)  NAMES OII I.R.S. AES Common CHECK TI	3 (Classes Classes Colored Col	RTING PERSONS FICATION NOS. OF ABOVE PI iones de Venezuela, C.A. ROPRIATE BOX IF A MEMBER  DISCLOSURE OF LEGAL PROCI	ERSONS (EN	JP (a) (b)	Y)  [ ]  [ ]	
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CUSIP NO. 204421101	P3055Q10: (ADSs)  NAMES OI I.R.S.: AES COMM  CHECK THECK THECK  SEC USE  SOURCE (OO  CHECK BO TO ITEM  CITIZENS Venezue:	ONLY  OX IF I  2(d) c  SHIP OF	RTING PERSONS FICATION NOS. OF ABOVE PI iones de Venezuela, C.A.  ROPRIATE BOX IF A MEMBER  DISCLOSURE OF LEGAL PROCE DISCLOSURE OF CEGAL PROCE DISC	ERSONS (EN OF A GROU  EEDINGS IS Class ADSs:	JP (a) (b) (b) REQUIRED	Y)  [ ]  [ ]  [ ]  [ ]  [ ]  [ ]  [ ]  [	

	10 SHARED DISPOSITIVE POWER Class D Shares: None ADSs: None
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON Class D Shares: 1,000 ADSs: 1,000
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES [ ]
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
	Less than 0.1% (the 1,000 Class D Shares and 1,000 ADSs represent less than 0.1% of the total Class D Shares outstanding (including Class D Shares represented by ADSs)). See Item 5.
14	TYPE OF REPORTING PERSON CO

This Amendment No. 4 to Schedule 13D ("Amendment No. 4") amends and supplements the statement on Schedule 13D originally filed on July 3, 2001 with the Securities and Exchange Commission (the "SEC") by The AES Corporation ("AES"), AES Channon Holdings B.V., Corporacion EDC, C.A., Inversiones Inextel, C.A., Servicios EDC, C.A. and Inversiones Onapo, C.A., as amended and supplemented prior to the date hereof (the "Schedule 13D").

Capitalized terms used herein and not otherwise defined herein shall have the meanings ascribed to them in the Schedule 13D.

#### ITEM 4. PURPOSE OF TRANSACTION.

Item 4 of the Schedule 13D is hereby amended and supplemented by adding the following paragraph:

On November 7, 2001, AES issued a press release announcing that the tender offers to purchase shares and ADSs of the Issuer commenced by AES Comunicaciones de Venezuela, C.A. on September 25, 2001 were terminated. The press release is filed as an Exhibit 1.9 hereto and incorporated herein by reference.

#### ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

Item 5 of the Schedule 13D is hereby amended and supplemented by adding the following paragraph:

According to the Issuer's statement on Schedule TO filed with the SEC on October 24, 2001, as of October 17, 2001, the Issuer had 926,037,385 shares of capital stock outstanding, of which approximately 407,300,610 were Class D Shares (including Class D Shares represented by ADSs), excluding the Inextel Class D Shares. The Reporting Persons believe that the Inextel Class D Shares are Class D Shares; however, to date, the Issuer has treated the Inextel Class D Shares as Class A Shares of the Issuer. Treating the Inextel Class D Shares as Class D Shares, the total number of Class D Shares outstanding (assuming no change in the number of Class D Shares outstanding since October 17, 2001) is 471,300,134 and the 64,000,524 Class D Shares and 1,000 ADSs beneficially owned by AES represent approximately 13.6% of the total Class D Shares outstanding (including Class D Shares represented by ADSs).

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

Item 7 of the Schedule 13D is hereby amended and supplemented by adding the following exhibit:

Exhibit No. Description

1.9 Press Release issued November 7, 2001.

#### 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.

The AES Corporation

By: /s/ Paul Hanrahan

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Name: Paul Hanrahan
Title: Executive Vice
President

Date: November 7, 2001

#### 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

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Name: Steven P. Clancy

Title: Director

Date: November 7, 2001

#### 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: November 7, 2001

#### 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 Inextel, C.A.

By: /s/ Steven P. Clancy

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Name: Steven P. Clancy

Title: Director

Date: November 7, 2001

#### 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

By: /s/ Paul Hanrahan

Name: Paul Hanrahan

Title: Director

Date: November 7, 2001