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TELECOM ITALIA S P A
Form SC 13D/A
May 07, 2003

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

SCHEDULE 13D
(RULE 13d-101)
UNDER THE SECURITIES EXCHANGE ACT OF 1934

(AMENDMENT NO. 8)

TELECOM ITALIA S.P.A.
(Name of Issuer)

ORDINARY SHARES OF EURO 0.55 PAR VALUE
PER ORDINARY SHARE
(Title of Class of Securities)

87927W10
(CUSIP Number)

FRANCO GIANNI PAPA
UNICREDITO ITALIANO S.P.A.
375 PARK AVENUE
NEW YORK, NY 10152
212-546-9601
(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications)

MARCH 12, 2003
(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(b)(3) or (4), check the following box .

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

(Continued on following pages)

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SCHEDULE 13D

CUSIP No. 87927W10

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1. NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

UniCredito Italiano S.p.A.

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

3. SEC USE ONLY

4. SOURCE OF FUNDS

WC

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

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Republic of Italy

7. SOLE VOTING POWER - 1,357,768

8. SHARED VOTING POWER - 2,891,656,682
(See Item 5)

NUMBER OF SHARES
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON WITH

9. SOLE DISPOSITIVE POWER - 0

10. SHARED DISPOSITIVE POWER - 2,891,656,682
(See Item 5)

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,893,014,450
(See Item 5)

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

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 54.99%
(See Item 5)

14. TYPE OF REPORTING PERSON - CO

This Amendment No. 8 amends the Statement on Schedule 13D, dated October 25, 2001, as amended (as previously amended, the "Statement on Schedule 13D"), filed by UniCredito Italiano S.p.A., a company organized under the laws of the Republic of Italy ("UniCredito"), with respect to the ordinary shares, euro 0.55 par value per share, of Telecom Italia S.p.A., a company incorporated under the laws of the Republic of Italy. Capitalized terms used in this Amendment without definition have the meanings ascribed to them in the Statement on Schedule 13D.

UniCredito, Pirelli, Edizione Holding, BCI, Olimpia S.p.A. ("Olimpia") and, as discussed in Items 4 and 6 of Amendment No. 6 to the Statement on Schedule 13D, Hopa S.p.A. ("Hopa") are members of a group with respect to the Telecom Italia Shares. This Amendment constitutes a separate filing on Schedule 13D by UniCredito in accordance with Rule 13d-1(k)(2) under the Securities Exchange Act of 1934, as amended.

Item 4. PURPOSE OF TRANSACTION

On March 12, 2003, each of Olivetti and Telecom Italia announced that their respective Boards of Directors had approved of a plan to merge Telecom Italia into Olivetti (the "Olivetti Merger"). A copy of a joint press release issued by Olivetti and Telecom Italia concerning the Olivetti Merger is filed as an Exhibit to Amendment No. 16 to Pirelli's Schedule 13D, dated March 14, 2003, filed as Exhibit 29 to this Schedule 13D and incorporated by reference herein.

Item 7. MATERIAL TO BE FILED AS EXHIBITS.

EXHIBIT NO.	DESCRIPTION
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Exhibit 29	Joint Press Release, dated March 12, 2003, issued by Olivetti and Telecom Italia (incorporated by reference to Exhibit 43 to the Schedule 13D, dated February 26, 2003, filed with the Securities and Exchange Commission by Pirelli S.p.A.)
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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 statement is true, complete and correct.

UNICREDITO ITALIANO S.P.A.

By: /s/ Pietro Modiano

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Name: Pietro Modiano
Title: Executive Officer

By: /s/ Elisabetta Magistretti

Name: Elisabetta Magistretti
Title: Executive Officer

Dated: May 5, 2003