

TELEFONOS DE MEXICO S A DE C V  
Form SC 13D/A  
November 23, 2005

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

SCHEDULE 13D  
Under the Securities Exchange Act of 1934

(Amendment No. 21)\*

Telefonos de Mexico, S.A. de C.V. (the "Issuer")  
-----

(Name of Issuer)

American Depositary Shares ("L Share ADSs"), each  
representing 20 Series L Shares ("L Shares")  
American Depositary Shares ("A Share ADSs"), each  
representing 20 Series A Shares ("A Shares")  
-----

(Title of Class of Securities)

879403780 for L Share ADSs(1)  
879403400 for A Share ADSs(2)  
-----

(CUSIP Number)

-----  
Rafael Robles Miaja  
Galicia y Robles, S.C.  
Boulevard Manuel Avila Camacho 24  
Torre del Bosque  
Piso 7  
Colonia: Lomas de Chapultepec  
Mexico, D.F. 11000, Mexico  
(5255) 5540-9225  
-----

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

November 7, 2005  
-----

(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 that is the subject of this Schedule 13D, and is filing this schedule because of Sections 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), 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 Section 240.13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

Edgar Filing: TELEFONOS DE MEXICO S A DE C V - Form SC 13D/A

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(1) CUSIP number is for the L Share ADSs only. No CUSIP number exists for the underlying L Shares, since such shares are not traded in the United States.

(2) CUSIP number is for the A Share ADSs only. No CUSIP number exists for the underlying A Shares, since such shares are not traded in the United States.

CUSIP No. 879403780 L Share ADSs 13D  
879403400 A Share ADSs

- 1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
  
Carlos Slim Helu
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)   
(b)
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS\*  
AF (See Item 3)
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEM 2(d) or 2(e)
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Mexico
- 7 SOLE VOTING POWER  
80,000 A Shares and 200,000 L Shares (See Item 5)
- 8 SHARED VOTING POWER  
91,994,660 A Shares and 7,534,904,510 L Shares  
(See Item 5)
- 9 SOLE DISPOSITIVE POWER  
80,000 A Shares and 200,000 L Shares (See Item 5)
- 10 SHARED DISPOSITIVE POWER  
91,994,660 A Shares and 7,534,904,510 L Shares  
(See Item 5)
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
92,074,660 A Shares and 7,535,104,510 L Shares (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)  
19.1% of A Shares and 43.2% of L Shares (See Item 5)
- 14 TYPE OF REPORTING PERSON\*

Edgar Filing: TELEFONOS DE MEXICO S A DE C V - Form SC 13D/A

IN

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 879403780 L Share ADSs 13D  
879403400 A Share ADSs

- 1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
  
Carlos Slim Domit
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)   
(b)
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS\*  
AF (See Item 3)
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEM 2(d) or 2(e)
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Mexico
- 7 SOLE VOTING POWER  
16,264 L Shares (See Item 5)
- 8 SHARED VOTING POWER  
91,994,660 A Shares and 7,534,904,510 L Shares  
(See Item 5)
- 9 SOLE DISPOSITIVE POWER  
16,264 L Shares (See Item 5)
- 10 SHARED DISPOSITIVE POWER  
91,994,660 A Shares and 7,534,904,510 L Shares  
(See Item 5)
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
91,994,660 A Shares and 7,534,920,774 L Shares (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)  
19.0% of A Shares and 43.2% of L Shares (See Item 5)
- 14 TYPE OF REPORTING PERSON\*  
IN

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 879403780 L Share ADSs 13D

Edgar Filing: TELEFONOS DE MEXICO S A DE C V - Form SC 13D/A

879403400 A Share ADSs

- 1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
  
Marco Antonio Slim Domit
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)   
(b)
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS\*  
AF (See Item 3)
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEM 2(d) or 2(e)
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Mexico
- |  |    |  |
|--|----|--|
|  | 7  | SOLE VOTING POWER<br>16,264 L Shares (See Item 5)  |
| NUMBER OF SHARES<br>BENEFICIALLY OWNED BY<br>EACH REPORTING PERSON<br>WITH | 8  | SHARED VOTING POWER<br>91,994,660 A Shares and 7,534,904,510 L Shares<br>(See Item 5)      |
|  | 9  | SOLE DISPOSITIVE POWER<br>16,264 L Shares (See Item 5)                                     |
|  | 10 | SHARED DISPOSITIVE POWER<br>91,994,660 A Shares and 7,534,904,510 L Shares<br>(See Item 5) |
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
91,994,660 A Shares and 7,534,920,774 L Shares (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)  
19.0% of A Shares and 43.2% of L Shares (See Item 5)
- 14 TYPE OF REPORTING PERSON\*  
IN

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 879403780 L Share ADSs 13D  
879403400 A Share ADSs

- 1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
  
Patrick Slim Domit
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)

Edgar Filing: TELEFONOS DE MEXICO S A DE C V - Form SC 13D/A

(b)

- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS\*  
AF and PF (See Item 3)
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEM 2(d) or 2(e)
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Mexico
- 7 SOLE VOTING POWER  
1,048,538 L Shares (See Item 5)
- 8 SHARED VOTING POWER  
91,994,660 A Shares and 7,534,904,510 L Shares  
(See Item 5)
- 9 SOLE DISPOSITIVE POWER  
1,048,538 L Shares (See Item 5)
- 10 SHARED DISPOSITIVE POWER  
91,994,660 A Shares and 7,534,904,510 L Shares  
(See Item 5)
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
91,994,660 A Shares and 7,535,953,048 L Shares (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)  
19.0% of A Shares and 43.2% of L Shares (See Item 5)
- 14 TYPE OF REPORTING PERSON\*  
IN

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 879403780 L Share ADSs 13D  
879403400 A Share ADSs

- 1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
  
Maria Soumaya Slim Domit
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)   
(b)
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS\*  
AF (See Item 3)
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEM 2(d) or 2(e)

Edgar Filing: TELEFONOS DE MEXICO S A DE C V - Form SC 13D/A

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Mexico

7 SOLE VOTING POWER  
16,268 L Shares (See Item 5)

8 SHARED VOTING POWER  
91,994,660 A Shares and 7,534,904,510 L Shares  
(See Item 5)

9 SOLE DISPOSITIVE POWER  
16,268 L Shares (See Item 5)

10 SHARED DISPOSITIVE POWER  
91,994,660 A Shares and 7,534,904,510 L Shares  
(See Item 5)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
91,994,660 A Shares and 7,534,920,778 L Shares (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)  
19.0% of A Shares and 43.2% of L Shares (See Item 5)

14 TYPE OF REPORTING PERSON\*  
IN

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 879403780 L Share ADSs 13D  
879403400 A Share ADSs

1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
  
Vanessa Paola Slim Domit

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

3 SEC USE ONLY

4 SOURCE OF FUNDS\*  
AF (See Item 3)

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Mexico

7 SOLE VOTING POWER  
816,268 L Shares (See Item 5)

8 SHARED VOTING POWER  
91,994,660 A Shares and 7,534,904,510 L Shares

NUMBER OF SHARES

Edgar Filing: TELEFONOS DE MEXICO S A DE C V - Form SC 13D/A

BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH (See Item 5)

9 SOLE DISPOSITIVE POWER  
816,268 L Shares (See Item 5)

10 SHARED DISPOSITIVE POWER  
91,994,660 A Shares and 7,534,904,510 L Shares  
(See Item 5)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
91,994,660 A Shares and 7,535,720,778 L Shares (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)  
19.0% of A Shares and 43.2% of L Shares (See Item 5)

14 TYPE OF REPORTING PERSON\*  
IN

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 879403780 L Share ADSs 13D  
879403400 A Share ADSs

1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
  
Johanna Monique Slim Domit

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

3 SEC USE ONLY

4 SOURCE OF FUNDS\*  
AF and PF (See Item 3)

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Mexico

7 SOLE VOTING POWER  
1,375,522 L Shares (See Item 5)

8 SHARED VOTING POWER  
91,994,660 A Shares and 7,534,904,510 L Shares  
(See Item 5)

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

9 SOLE DISPOSITIVE POWER  
1,375,522 L Shares (See Item 5)

10 SHARED DISPOSITIVE POWER  
91,994,660 A Shares and 7,534,904,510 L Shares  
(See Item 5)

Edgar Filing: TELEFONOS DE MEXICO S A DE C V - Form SC 13D/A

- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
91,994,660 A Shares and 7,536,280,032 L Shares (See Item 5)
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN  
SHARES\* |X|
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
19.0% of A Shares and 43.2% of L Shares (See Item 5)
- 14 TYPE OF REPORTING PERSON\*  
IN

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 879403780 L Share ADSs 13D  
879403400 A Share ADSs

- 1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
  
Carso Global Telecom, S.A. de C.V.
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) |\_  
(b) |\_  
  
3 SEC USE ONLY
- 4 SOURCE OF FUNDS\*  
AF and WC (See Item 3)
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEM 2(d) or 2(e) |\_  
  
6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Mexico
- 7 SOLE VOTING POWER
- 8 SHARED VOTING POWER  
91,994,660 A Shares and 7,516,818,238 L Shares  
(See Item 5)
- 9 SOLE DISPOSITIVE POWER
- 10 SHARED DISPOSITIVE POWER  
91,994,660 A Shares and 7,516,818,238 L Shares  
(See Item 5)
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
91,994,660 A Shares and 7,516,818,238 L Shares (See Item 5)
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN  
SHARES\* |X|
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
19.0% of A Shares and 43.1% of L Shares (See Item 5)



Edgar Filing: TELEFONOS DE MEXICO S A DE C V - Form SC 13D/A

14 TYPE OF REPORTING PERSON\*  
HC

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 879403780 L Share ADSs 13D  
879403400 A Share ADSs

1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Grupo Financiero Inbursa, S.A. de C.V.

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

3 SEC USE ONLY

4 SOURCE OF FUNDS\*  
WC and AF (See Item 3)

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Mexico

7 SOLE VOTING POWER

NUMBER OF SHARES  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON  
WITH

8 SHARED VOTING POWER  
18,086,272 L Shares  
(See Item 5)

9 SOLE DISPOSITIVE POWER

10 SHARED DISPOSITIVE POWER  
18,086,272 L Shares  
(See Item 5)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
18,086,272 L Shares (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)  
0.1% of L Shares (See Item 5)

14 TYPE OF REPORTING PERSON\*  
HC

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 879403780 L Share ADSs 13D  
879403400 A Share ADSs

Edgar Filing: TELEFONOS DE MEXICO S A DE C V - Form SC 13D/A

1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
  
Trust No. F/0008 (the "Telmex Trust")

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

3 SEC USE ONLY

4 SOURCE OF FUNDS\*  
WC (See Item 3)

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Mexico

7 SOLE VOTING POWER  
307,576,240 L Shares (See Item 5)

8 SHARED VOTING POWER

9 SOLE DISPOSITIVE POWER  
307,576,240 L Shares (See Item 5)

10 SHARED DISPOSITIVE POWER

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
307,576,240 L Shares (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)  
2.2% of L Shares (See Item 5)

14 TYPE OF REPORTING PERSON\*  
EP

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 879403780 L Share ADSs 13D  
879403400 A Share ADSs

1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
  
Trust No. F/0395 (the "Telnor Trust")

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

3 SEC USE ONLY

Edgar Filing: TELEFONOS DE MEXICO S A DE C V - Form SC 13D/A

4 SOURCE OF FUNDS\*  
WC (See Item 3)

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Mexico

7 SOLE VOTING POWER  
4,770,000 L Shares (See Item 5)

8 SHARED VOTING POWER

9 SOLE DISPOSITIVE POWER  
4,770,000 L Shares (See Item 5)

10 SHARED DISPOSITIVE POWER

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
4,770,000 L Shares (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)  
0.0% of L Shares (See Item 5)

14 TYPE OF REPORTING PERSON\*  
EP

NUMBER OF SHARES  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON  
WITH

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 879403780 L Share ADSs 13D  
879403400 A Share ADSs

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

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

3 SEC USE ONLY

4 SOURCE OF FUNDS\*  
WC (See Item 3)

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Mexico

7 SOLE VOTING POWER  
40,000,000 L Shares (See Item 5)

Edgar Filing: TELEFONOS DE MEXICO S A DE C V - Form SC 13D/A

8 SHARED VOTING POWER

NUMBER OF SHARES  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON  
WITH

9 SOLE DISPOSITIVE POWER  
40,000,000 L Shares (See Item 5)

10 SHARED DISPOSITIVE POWER

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
40,000,000 L Shares (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)  
0.3% of L Shares (See Item 5)

14 TYPE OF REPORTING PERSON\*  
PN

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 879403780 L Share ADSs 13D  
879403400 A Share ADSs

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

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) |\_  
(b) |\_  
  
3 SEC USE ONLY

4 SOURCE OF FUNDS\*  
WC (See Item 3)

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEM 2 (d) or 2 (e) |\_  
  
6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Mexico

7 SOLE VOTING POWER  
10,000,000 L Shares (See Item 5)

8 SHARED VOTING POWER

NUMBER OF SHARES  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON  
WITH

9 SOLE DISPOSITIVE POWER  
10,000,000 L Shares (See Item 5)

10 SHARED DISPOSITIVE POWER

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
10,000,000 L Shares (See Item 5)

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

# Edgar Filing: TELEFONOS DE MEXICO S A DE C V - Form SC 13D/A

SHARES\* | |

- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
0.1% of L Shares (See Item 5)
- 14 TYPE OF REPORTING PERSON\*  
PN

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

Item 1. Security and Issuer.  
-----

This Amendment No. 21 (the "Twenty-First Amendment") amends the initial Schedule 13D (the "Schedule 13D") filed with the Securities and Exchange Commission (the "Commission"), as subsequently amended, by the Reporting Persons (as defined in the Schedule 13D), with respect to the L Shares and A Shares of Telefonos de Mexico, S.A. de C.V. (the "Issuer"). Capitalized terms used but not otherwise defined in this Twenty-First Amendment have the meanings ascribed to such terms in the Schedule 13D, as amended.

Item 4. Purpose of Transaction.  
-----

As discussed in Item 4 of the Schedule 13D filed by the Reporting Persons with the SEC on June 4, 2004, CGT and SBC International, Inc. are parties to a series of agreements, which govern the ownership and voting of any and all AA Shares of the Issuer owned by such parties. As of November 17, 2005, CGT holds 73.9% of the issued and outstanding AA Shares.

Item 5. Interest in Securities of the Issuer.  
-----

(a) The Reporting Persons have, as of November 17, 2005, the following interests in the A Shares and L Shares:

|                                | A Shares (1) |            | L Shares (2)  |            |
|--------------------------------|--------------|------------|---------------|------------|
|                                | Number       | % of Class | Number        | % of Class |
| Carlos Slim Helu(3).....       | 92,074,660   | 19.1%      | 7,535,104,510 | 43.2%      |
| Carlos Slim Domit(4).....      | 91,994,660   | 19.0%      | 7,534,920,774 | 43.2%      |
| Marco Antonio Slim Domit(5)... | 91,994,660   | 19.0%      | 7,534,920,774 | 43.2%      |
| Patrick Slim Domit(6).....     | 91,994,660   | 19.0%      | 7,535,953,048 | 43.2%      |
| Maria Soumaya Slim Domit(7)... | 91,994,660   | 19.0%      | 7,534,920,778 | 43.2%      |
| Vanessa Paola Slim Domit(8)... | 91,994,660   | 19.0%      | 7,535,720,778 | 43.2%      |
| Johanna Monique Slim Domit(9). | 91,994,660   | 19.0%      | 7,536,280,032 | 43.2%      |
| CGT(10).....                   | 91,994,660   | 19.0%      | 7,516,818,238 | 43.1%      |
| GFI.....                       | --           | --         | 18,086,272    | 0.1%       |
| Telmex Trust.....              | --           | --         | 307,576,240   | 2.2%       |
| Telnor Trust.....              | --           | --         | 4,770,000     | 0.0%       |
| Fundacion Telmex.....          | --           | --         | 40,000,000    | 0.3%       |

Edgar Filing: TELEFONOS DE MEXICO S A DE C V - Form SC 13D/A

|                       |    |    |            |      |
|-----------------------|----|----|------------|------|
| Asociacion Carso..... | -- | -- | 10,000,000 | 0.1% |
|-----------------------|----|----|------------|------|

- (1) Based upon 483,316,796 A Shares outstanding as of November 17, 2005, as reported by the Mexican Stock Exchange. Includes A Shares held in the form of A Share ADSs. Except as otherwise indicated, all A Shares are held in the form of A Shares.
- (2) Based upon 13,704,930,222 L Shares outstanding as of November 17, 2005, as reported by the Mexican Stock Exchange. The total number of L Shares outstanding also includes L Shares held in the form of L Share ADSs. In addition, other than in the case of GFI, the Telmex Trust, the Telnor Trust, Fundacion Telmex and Asociacion Carso, L Share totals and percentages assume that all of the A Shares held by the Reporting Persons and 3,655,818,238 AA Shares held by CGT, which may be deemed to be beneficially owned by the Slim Family, have been converted into L Shares. In accordance with the restrictions set forth in Item 4 of the Schedule 13D filed by the Reporting Persons on February 20, 2004, the maximum number of AA Shares that could, as of the date hereof, be converted to L Shares is 3,655,818,238. Except as otherwise indicated, all L Shares are held in the form of L Shares.
- (3) Includes 80,000 A Shares and 200,000 L Shares (assuming conversion of the 80,000 A Shares) owned directly by Carlos Slim Helu, as well as A Shares and L Shares beneficially owned through GFI and CGT by trusts for the benefit of the Slim Family (the "Family Shares").
- (4) Includes 16,264 L Shares owned directly by Carlos Slim Domit, as well as the Family Shares.
- (5) Includes 16,264 L Shares owned directly by Marco Antonio Slim Domit, as well as the Family Shares.
- (6) Includes 1,048,538 L Shares owned directly by Patrick Slim Domit, as well as the Family Shares.
- (7) Includes 16,268 L Shares owned directly by Maria Soumaya Slim Domit, as well as the Family Shares.
- (8) Includes 816,268 L Shares owned directly by Vanessa Paola Slim Domit and her spouse, as well as the Family Shares.
- (9) Includes 1,375,522 L Shares owned directly by Johanna Monique Slim Domit and her spouse, as well as the Family Shares.
- (10) Includes L Shares owned directly by CGT as well as L Shares beneficially owned through its wholly-owned subsidiaries.

(b) Because the Slim Family may be deemed to control, directly or indirectly, each of CGT, GFI and the Issuer, the Slim Family may be deemed to share the power to vote or dispose of, or to direct the voting or disposition of, any A Shares or L Shares controlled by such persons (including those beneficially owned by the Telmex Trust, the Telnor Trust, Fundacion Telmex and Asociacion Carso). Except as otherwise disclosed herein, none of the Reporting Persons shares voting or disposition power with respect to any of the A Shares or L Shares owned by the Reporting Persons.

(c) All transactions in A Shares and L Shares effected by the Reporting Persons in the 60 days preceding the date of the event requiring the filing of this statement are listed in Schedule II hereto.

(d) All A Shares and L Shares owned by trusts for the benefit of the Slim Family may be deemed to be beneficially owned by each member of the Slim Family that is a beneficiary of such trusts. Thus, beneficial ownership of A Shares and L Shares may be deemed to be shared by each member of the Slim Family. Because the Slim Family may be deemed to control, directly or indirectly, each of CGT, GFI and the Issuer, the Slim Family may be deemed to have the right to receive or the power to direct the receipt of dividends from, or the proceeds of the sale of, any A Shares or L Shares controlled by such persons (including the Telmex Trust, the Telnor Trust, Fundacion Telmex and Asociacion Carso). Except as disclosed herein, no person other than the

# Edgar Filing: TELEFONOS DE MEXICO S A DE C V - Form SC 13D/A

Reporting Persons has or will have any right to receive or the power to direct the receipt of dividends from, or the proceeds of the sale of, A Shares or L Shares owned by the Reporting Persons.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships With  
-----  
Respect to Securities of the Issuer.  
-----

CGT has entered into Forward Share Purchase Transactions pursuant to which it is obligated to buy L Shares (in the form of L Shares ADSs) from a counterparty on the terms specified below. The L Shares that are the subject of each contract listed below were sold to the counterparty at the inception of such contract, but for the purposes of this Statement are treated as beneficially owned by CGT. During the time that the shares are held by the counterparty, CGT pays interest to the counterparty on an amount equal to the total purchase price.

| Counterparty                                   | Expiration Date    | Number of L Shares | Purchase Price per L Share | Interest Rate |
|--|--------------------|--------------------|----------------------------|---------------|
| Wachovia Bank National Association             | February 7, 2006   | 133,600,560        | \$.7485                    | LIBOR + 0.420 |
| JP Morgan Chase Bank, N.A.                     | February 20, 2007  | 685,714,320        | \$.744                     | LIBOR + 1.050 |
| Dresdner Bank A.G.                             | February 4, 2008   | 131,492,440        | \$.7605                    | LIBOR + 0.875 |
| Dresdner Bank A.G.                             | March 27, 2008     | 135,318,000        | \$.739                     | LIBOR + 0.875 |
| Santander Central Hispano Benelux S.A. de N.V. | February 27, 2009  | 116,993,280        | \$.855                     | LIBOR + 0.650 |
| Santander Central Hispano Benelux S.A. de N.V. | March 18, 2009     | 117,543,360        | \$.851                     | LIBOR + 0.620 |
| Dresdner Bank A.G.                             | April 19, 2009     | 110,253,600        | \$.907                     | LIBOR + 0.620 |
| Santander Central Hispano Benelux S.A. de N.V. | May 5, 2009        | 115,942,040        | \$.8625                    | LIBOR + 0.620 |
| JP Morgan Chase Bank, N.A.                     | August 11, 2010    | 256,986,840        | \$.7785                    | LIBOR + 0.625 |
| Wachovia Bank National Association             | September 29, 2009 | 123,647,640        | \$.80875                   | LIBOR + 0.625 |
| Santander Central Hispano Benelux S.A. de N.V. | April 12, 2010     | 115,540,160        | \$.8655                    | LIBOR + 0.580 |
| Santander Central Hispano Benelux S.A. de N.V. | May 10, 2010       | 114,416,480        | \$.874                     | LIBOR + 0.550 |

Other than as disclosed herein and in Item 4 of this Statement, there are no other contracts, arrangements, understandings or relationships (legal or otherwise) among the Reporting Persons and between such persons and any person with respect to A Shares or L Shares.

Edgar Filing: TELEFONOS DE MEXICO S A DE C V - Form SC 13D/A

Item 7. Material to be Filed as Exhibits  
-----

Exhibit No. Description  
-----

Exhibit 24.1 Powers of Attorney for the Slim Family and GFI.

Exhibit 99.1 Joint Filing Agreement, dated as of November 22, 2005, by and among the Slim Family, CGT, GFI, the Telmex Trust, the Telnor Trust, Fundacion Telmex and Asociacion Carso.

\*The Powers of Attorney filed as exhibits to the Schedule 13D by the Telmex Trust, the Telnor Trust, Fundacion Telmex and Asociacion Carso with the Commission on February 20, 2004, and by CGT on February 25, 2005 are hereby incorporated by reference. The Trust Agreement (Original Spanish Version) and Trust Agreement (English Translation) filed as exhibits to the Schedule 13D filed by the Reporting Persons with the Commission on May 15, 2001 are hereby incorporated by reference.

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.

Carlos Slim Helu  
-----

Carlos Slim Domit  
-----

By: /s/ Eduardo Valdes Acra  
-----

Eduardo Valdes Acra  
Attorney-in-Fact  
November 22, 2005

Marco Antonio Slim Domit  
-----

Patrick Slim Domit  
-----

Maria Soumaya Slim Domit  
-----

Vanessa Paola Slim Domit  
-----

Johanna Monique Slim Domit  
-----

CARSO GLOBAL  
TELECOM, S.A. DE C.V.



Edgar Filing: TELEFONOS DE MEXICO S A DE C V - Form SC 13D/A

-----  
By: Armando Ibanez Vazquez  
Title: Attorney-in-Fact

GRUPO FINANCIERO  
INBURSA, S.A. DE C.V.

-----  
By: Raul Humberto Zepeda Ruiz  
Title: Attorney-in-Fact

BANCO INBURSA S.A.,  
INSTITUCION DE BANCA  
MULTIPLE, GRUPO FINANCIERO  
INBURSA, DIVISION  
FIDUCIARIA, AS TRUSTEE  
OF TRUST NO. F/0008

-----  
By: Raul Humberto Zepeda Ruiz  
Title: Attorney-in-Fact

BANCO INBURSA S.A.,  
INSTITUCION DE BANCA  
MULTIPLE, GRUPO FINANCIERO  
INBURSA, DIVISION  
FIDUCIARIA, AS TRUSTEE  
OF TRUST NO. F/0395

-----  
By: Raul Humberto Zepeda Ruiz  
Title: Attorney-in-Fact

FUNDACION TELMEX, A.C.

-----  
By: Adolfo Cerezo  
Title: Attorney-in-Fact

ASOCIACION CARSO, A.C.

-----  
By: Armando Ibanez Vazquez  
Title: Attorney-in-Fact

SCHEDULE II

In the 60 days preceding the event requiring the filing of this Statement, GFI effected the following transactions involving L Shares on the Mexican Stock Exchange. The prices below reflect the price paid (in US\$ based upon the Exchange Rate published by the Banco de Mexico on the trade date) by the purchasers per L Share on the relevant trade date.

| Reporting Person | Type of Transaction | Trade Date | Number of L Shares | Price Per Share U.S. Dollars |
|------------------|---------------------|------------|--------------------|------------------------------|
| GFI              | Sale                | 09/22/05   | 200,000            | 0.98                         |
| GFI              | Sale                | 09/22/05   | 400,000            | 0.98                         |
| GFI              | Sale                | 09/22/05   | 200,000            | 0.98                         |

Edgar Filing: TELEFONOS DE MEXICO S A DE C V - Form SC 13D/A

|     |      |          |           |      |
|-----|------|----------|-----------|------|
| GFI | Sale | 09/22/05 | 100,000   | 0.99 |
| GFI | Sale | 09/22/05 | 100,000   | 0.99 |
| GFI | Sale | 09/23/05 | 50,000    | 0.99 |
| GFI | Sale | 09/23/05 | 950,000   | 0.99 |
| GFI | Sale | 09/23/05 | 1,400,000 | 0.99 |
| GFI | Sale | 09/23/05 | 80,000    | 0.99 |
| GFI | Sale | 09/23/05 | 16,000    | 0.99 |
| GFI | Sale | 09/23/05 | 4,000     | 0.99 |
| GFI | Sale | 09/23/05 | 100,000   | 0.99 |
| GFI | Sale | 09/23/05 | 16,500    | 0.99 |
| GFI | Sale | 09/23/05 | 50,000    | 0.99 |
| GFI | Sale | 09/23/05 | 14,000    | 0.99 |
| GFI | Sale | 09/23/05 | 7,000     | 0.99 |
| GFI | Sale | 09/23/05 | 89,000    | 0.99 |
| GFI | Sale | 09/23/05 | 100,000   | 0.99 |
| GFI | Sale | 09/23/05 | 23,500    | 0.99 |
| GFI | Sale | 09/23/05 | 20,000    | 0.99 |
| GFI | Sale | 09/23/05 | 80,000    | 0.99 |
| GFI | Sale | 09/23/05 | 6,300     | 0.99 |
| GFI | Sale | 09/23/05 | 54,500    | 0.99 |
| GFI | Sale | 09/23/05 | 5,000     | 0.99 |
| GFI | Sale | 09/23/05 | 34,000    | 0.99 |
| GFI | Sale | 09/23/05 | 96,000    | 0.99 |
| GFI | Sale | 09/23/05 | 4,200     | 0.99 |
| GFI | Sale | 09/23/05 | 50,000    | 0.99 |
| GFI | Sale | 09/23/05 | 48,800    | 0.99 |
| GFI | Sale | 09/23/05 | 1,200     | 0.99 |
| GFI | Sale | 09/23/05 | 16,300    | 0.99 |
| GFI | Sale | 09/23/05 | 80,000    | 0.99 |
| GFI | Sale | 09/23/05 | 100,000   | 0.99 |
| GFI | Sale | 09/23/05 | 2,000     | 0.99 |
| GFI | Sale | 09/23/05 | 1,700     | 0.99 |
| GFI | Sale | 09/23/05 | 100,000   | 0.99 |
| GFI | Sale | 09/23/05 | 100,000   | 0.99 |
| GFI | Sale | 09/23/05 | 75,000    | 0.99 |
| GFI | Sale | 09/23/05 | 25,000    | 0.99 |
| GFI | Sale | 09/23/05 | 100,000   | 0.99 |
| GFI | Sale | 09/26/05 | 300,000   | 1.00 |
| GFI | Sale | 09/26/05 | 100,000   | 1.00 |
| GFI | Sale | 09/26/05 | 100,000   | 1.00 |
| GFI | Sale | 09/26/05 | 100,000   | 1.00 |
| GFI | Sale | 09/26/05 | 100,000   | 1.00 |
| GFI | Sale | 09/28/05 | 1,200,000 | 1.01 |
| GFI | Sale | 09/28/05 | 100,000   | 1.01 |
| GFI | Sale | 09/29/05 | 586,600   | 1.03 |
| GFI | Sale | 09/29/05 | 13,400    | 1.03 |
| GFI | Sale | 09/29/05 | 7,000     | 1.03 |
| GFI | Sale | 09/30/05 | 10,000    | 1.06 |
| GFI | Sale | 09/30/05 | 190,000   | 1.06 |
| GFI | Sale | 09/30/05 | 100,000   | 1.06 |
| GFI | Sale | 10/03/05 | 1,225,200 | 1.07 |
| GFI | Sale | 10/03/05 | 5,600     | 1.07 |