TELEFONOS DE MEXICO S A DE C V Form SC 13D/A October 02, 2006

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 31)*

Teléfonos de México, S.A. de C.V. (the Issuer)

(Name of Issuer)

American Depositary Shares (<u>L Share ADS</u>s), each representing 20 Series L Shares)

American Depositary Shares (<u>A Share ADS</u>s), each representing 20 Series A Shares)

(Title of Class of Securities)

879403780 for L Share ADSs1

879403400 for A Share $ADSs^2$

(CUSIP Number)

Rafael Robles Miaja

Galicia y Robles, S.C.

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Torre del Bosque

Piso 7

Colonia: Lomas de Chapultepec

México, D.F. 11000, México

(5255) 5540-9225

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

September 18, 2006

(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 \$ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box O.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §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.

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 (<u>Act</u>) 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).

(Continued on the following pages)

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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.) L Share Al) A Share A		Page 2 of 166						
1	NAMES OF I.R.S. IDENT		G PERSONS N NOS. OF ABOVE PERSON	VS (ENTITIES ONLY)						
2	Carlos Slim I CHECK THE		IATE BOX IF A MEMBER	OF A GROUP*						
	(a) O									
3	(b) O SEC USE ON	NLY								
4	SOURCE OF	F FUNDS*								
5		AF (See Item 3) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) 0								
6	CITIZENSH	IP OR PLAC	CE OF ORGANIZATION							
NUMBER	México OF SHARES	7	SOLE VOTING POWER							
BENEFICI OWNED B		8	80,000 A Shares and 200,00 SHARED VOTING POWE							
EACH REF PERSON	ORTING	9	91,994,660 A Shares and 8, SOLE DISPOSITIVE POW	719,865,240 L Shares (See Item 5) ER						
WITH		10	80,000 A Shares and 200,00 SHARED DISPOSITIVE P							
11	AGGREGAT	TE AMOUN		719,865,240 L Shares (See Item 5) D BY EACH REPORTING PERSON						
12			8,720,065,240 L Shares (See GGREGATE AMOUNT IN I	Item 5) ROW (11) EXCLUDES CERTAIN SHARES*	x					
13	PERCENT C	OF CLASS R	EPRESENTED BY AMOUN	IT IN ROW (11)						
14	19.9% of A S TYPE OF RE		4.8% of L Shares (See Item 5) PERSON*	1						
	IN									

CUSIP N		80 L Share ADSs 00 A Share ADSs	13D	Page 3 of 166						
1		F REPORTING PEI	RSONS 5. OF ABOVE PERSONS (EI	NTITIES ONLY)						
2			BOX IF A MEMBER OF A	GROUP*						
	(a) O									
3	(b) O SEC USE C	ONLY								
4	SOURCE C	F FUNDS*								
5		AF (See Item 3) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) 0								
6	CITIZENSI	HIP OR PLACE OF	ORGANIZATION							
-	México R OF SHARES	⁵ 7 ^{SOL}	E VOTING POWER							
BENEFIC OWNED			64 L Shares (See Item 5) RED VOTING POWER							
EACH RI PERSON	EPORTING		94,660 A Shares and 8,719,86 E DISPOSITIVE POWER	5,240 L Shares (See Item 5)						
WITH			64 L Shares (See Item 5) ARED DISPOSITIVE POWEI	र						
11	AGGREGA		94,660 A Shares and 8,719,86 NEFICIALLY OWNED BY F	55,240 L Shares (See Item 5) EACH REPORTING PERSON						
12			,881,504 L Shares (See Item : EGATE AMOUNT IN ROW (5) (11) EXCLUDES CERTAIN SHARES* x						
12	PERCENT	OF CLASS REPRE	ESENTED BY AMOUNT IN	ROW (11)						
14		Shares and 54.8% (REPORTING PERS	of L Shares (See Item 5) ON*							
	IN									

CUSIP No		30 L Share A 90 A Share A		Page 4 of 166
1			IG PERSONS N NOS. OF ABOVE PERSONS (E	NTITIES ONLY)
2	Marco Anto CHECK TH		mit RIATE BOX IF A MEMBER OF A	GROUP*
3	(b) O SEC USE O			
4 5	SOURCE O AF (See Iter CHECK BO	n 3)	OSURE OF LEGAL PROCEEDIN	GS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) o
6	CITIZENSH	IIP OR PLA	CE OF ORGANIZATION	
NUMBER	México OF SHARES	7	SOLE VOTING POWER	
BENEFICI OWNED B		8	16,264 L Shares (See Item 5) SHARED VOTING POWER	
EACH REI PERSON	PORTING	9	91,994,660 A Shares and 8,719,86 SOLE DISPOSITIVE POWER	5,240 L Shares (See Item 5)
WITH		10	16,264 L Shares (See Item 5) SHARED DISPOSITIVE POWEI	ł
11	AGGREGA	TE AMOUN	91,994,660 A Shares and 8,719,86 T BENEFICIALLY OWNED BY	
12			l 8,719,881,504 L Shares (See Item .GGREGATE AMOUNT IN ROW	5) (11) EXCLUDES CERTAIN SHARES* X
13	PERCENT (OF CLASS I	REPRESENTED BY AMOUNT IN	ROW (11)
14	19.9% of A TYPE OF R		4.8% of L Shares (See Item 5) PERSON*	
	IN			

CUSIP No		0 L Share A 0 A Share A		3D		Page 5 of 166			
1			IG PERSONS N NOS. OF ABOVE	PERSONS (ENT	TITIES ONLY)				
2	Patrick Slim CHECK THI		RIATE BOX IF A M	EMBER OF A G	ROUP*				
	(a) 0								
3	(b) O SEC USE OI	NLY							
4	SOURCE OI	F FUNDS*							
5		F and PF (See Item 3) HECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) O							
6	CITIZENSH	CITIZENSHIP OR PLACE OF ORGANIZATION							
NUMBER	México OF SHARES	7	SOLE VOTING PC	OWER					
BENEFICI OWNED B		8	1,048,538 L Shares SHARED VOTINC						
EACH REI PERSON	PORTING	9	91,994,660 A Share SOLE DISPOSITIV		240 L Shares (See	Item 5)			
WITH		10	1,048,538 L Shares SHARED DISPOS						
11	AGGREGA	ΓΕ AMOUN	91,994,660 A Share T BENEFICIALLY						
12			l 8,720,913,778 L Sh .GGREGATE AMO		1) EXCLUDES C	ERTAIN SHARE	ES*	X	
13	PERCENT C	OF CLASS H	REPRESENTED BY	AMOUNT IN R	OW (11)				
14	19.9% of A S TYPE OF RI		4.8% of L Shares (Se PERSON*	ee Item 5)					
	IN								

CUSIP N		80 L Share 00 A Share		13D	Page 6 of 166					
	0731001									
1			NG PERSONS ON NOS. OF ABO	VE PERSONS (EI	NTITIES ONLY)					
2	María Sour CHECK TH		omit PRIATE BOX IF A	MEMBER OF A	GROUP*					
	(a) O									
3	(b) O SEC USE C	ONLY								
3 4	SOURCE O	F FUNDS*	:							
5		AF (See Item 3) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) 0								
6	CITIZENSH	HIP OR PLA	ACE OF ORGANIZ	ZATION						
NUMBER	México R OF SHARES	⁵ 7	SOLE VOTING	POWER						
BENEFIC OWNED		8	16,268 L Shares SHARED VOTI							
EACH RE PERSON	EPORTING	9	91,994,660 A Sh SOLE DISPOSI		5,240 L Shares (See Item 5)					
WITH		10	16,268 L Shares SHARED DISPO	(See Item 5) OSITIVE POWER	1					
11	AGGREGA	TE AMOU			5,240 L Shares (See Item 5) EACH REPORTING PERSON					
12			nd 8,719,881,508 L AGGREGATE AM		5) (11) EXCLUDES CERTAIN SHARES*	x				
12	PERCENT	OF CLASS	REPRESENTED I	BY AMOUNT IN	ROW (11)					
14			54.8% of L Shares G PERSON*	(See Item 5)						
	IN									

CUSIP No		0 L Share A 0 A Share A		Page 7 of 166	
1			NG PERSONS N NOS. OF ABOVE PERSC	ONS (ENTITIES ONLY)	
2			nit RIATE BOX IF A MEMBER	OF A GROUP*	
3	(a) O(b) OSEC USE OSOURCE O				
5 6		X IF DISCI	OSURE OF LEGAL PROCI	EEDINGS IS REQUIRED PURSUANT TO ITEM 2	2(d) or 2(e) 0
NUMBER	México OF SHARES	7	SOLE VOTING POWER		
BENEFICI OWNED B		8	816,268 L Shares (See Item SHARED VOTING POWE		
EACH REI PERSON	PORTING	9	91,994,660 A Shares and 8, SOLE DISPOSITIVE POW	719,865,240 L Shares (See Item 5) 'ER	
WITH		10	816,268 L Shares (See Item SHARED DISPOSITIVE P		
11	AGGREGA	TE AMOUN		719,865,240 L Shares (See Item 5) D BY EACH REPORTING PERSON	
12	CHECK BO	X IF THE A		ROW (11) EXCLUDES CERTAIN SHARES*	X
13			REPRESENTED BY AMOU		
14	TYPE OF R		4.8% of L Shares (See Item : PERSON*	5)	
	IN				

CUSIP No		30 L Share . 00 A Share		3D	Page 8 of 166					
1			NG PERSONS DN NOS. OF ABOVE	PERSONS (ENT	TITIES ONLY)					
2	Johanna Mo CHECK TH (a) O		Domit PRIATE BOX IF A MI	EMBER OF A G	ROUP*					
3 4	(b) O SEC USE O SOURCE O									
5	CHECK BO	F and PF (See Item 3) HECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) O ITIZENSHIP OR PLACE OF ORGANIZATION								
-	México OF SHARES	7	SOLE VOTING PC	WER						
BENEFICI OWNED E		8	1,375,522 L Shares SHARED VOTING							
EACH REI PERSON	PORTING	9	SOLE DISPOSITIV	E POWER	240 L Shares (See Item 5)					
WITH		10	1,375,522 L Shares SHARED DISPOSI	TIVE POWER						
11			NT BENEFICIALLY	OWNED BY EA	240 L Shares (See Item 5) ACH REPORTING PERSON					
12	CHECK BO	X IF THE	d 8,721,240,762 L Sha AGGREGATE AMOU REPRESENTED BY	UNT IN ROW (1	1) EXCLUDES CERTAIN SHARES*	X				
13 14		Shares and	54.8% of L Shares (Se		5 m (11)					
17	IN									

CUSIP No		0 L Share A 00 A Share A		13D	Page 9 of 166	
1			NG PERSONS N NOS. OF ABOV	E PERSONS (EN	TITIES ONLY)	
2	Carso Globa CHECK TH		S.A. de C.V. RIATE BOX IF A N	MEMBER OF A C	GROUP*	
	(a) O					
3	(b) O SEC USE O	NLY				
4	SOURCE O	F FUNDS*				
5	AF and WC CHECK BO			L PROCEEDING	GS IS REQUIRED PURSUANT TO ITEM 2	2(d) or 2(e) 0
6	CITIZENSH	IP OR PLA	CE OF ORGANIZA	ATION		
NUMBER	México OF SHARES	7	SOLE VOTING F	POWER		
BENEFICI OWNED B		8	SHARED VOTIN	G POWER		
EACH REI PERSON	PORTING	9	91,994,660 A Sha SOLE DISPOSIT		,268 L Shares (See Item 5)	
WITH		10	SHARED DISPO	SITIVE POWER		
11	AGGREGA	FE AMOUN			,268 L Shares (See Item 5) ACH REPORTING PERSON	
10			1 8,629,564,268 L S	-) 11) EXCLUDES CERTAIN SHARES*	х
12			REPRESENTED B			Λ
13						
14	TYPE OF R		54.2% of L Shares (PERSON*	See Item 5)		
	HC					

CUSIP No		0 L Share A 0 A Share A		13D	Page 10 of 166				
1			NG PERSONS NN NOS. OF ABOV	VE PERSONS (EN	NTITIES ONLY)				
2			sa, S.A. de C.V. RIATE BOX IF A	MEMBER OF A	GROUP*				
	(a) O								
3	(b) O SEC USE O	NLY							
4	SOURCE OF FUNDS*								
5	WC and AF CHECK BO	-		AL PROCEEDING	GS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)				
6	CITIZENSH	IP OR PLA	CE OF ORGANIZ	ATION					
NUMBER	México OF SHARES	7	SOLE VOTING	POWER					
BENEFICI OWNED B		8	SHARED VOTI	NG POWER					
EACH REI PERSON	PORTING	9	90,300,972 L Sha SOLE DISPOSIT						
WITH		10	SHARED DISPO	SITIVE POWER					
11	AGGREGA	FE AMOUN	90,300,972 L Sha NT BENEFICIALL		EACH REPORTING PERSON				
10	90,300,972 I								
12			REPRESENTED B		(11) EXCLUDES CERTAIN SHARES* 0 ROW (11)				
13	0.8% of L Sł								
14	TYPE OF R								
	HC								

CUSIP No		0 L Share A 0 A Share A		13D	Page 11 of 166					
1			G PERSONS N NOS. OF ABOV	E PERSONS (ENT	ITIES ONLY)					
2			elmex Trust) NATE BOX IF A M	IEMBER OF A GF	ROUP*					
	(a) O									
3	(b) O SEC USE O	NLY								
4	SOURCE O	F FUNDS*								
5		WC (See Item 3) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) of the second seco								
6	CITIZENSH	IP OR PLAC	CE OF ORGANIZA	ATION						
NUMBER	México OF SHARES	7	SOLE VOTING P	OWER						
BENEFICI OWNED E		8	297,896,640 L Sha SHARED VOTIN							
EACH RE PERSON	PORTING	9	SOLE DISPOSIT	IVE POWER						
WITH		10	297,896,640 L Sha SHARED DISPOS							
11	AGGREGA	ΓΕ AMOUN	T BENEFICIALLY	Y OWNED BY EA	CH REPORTING PERSON					
12 13		X IF THE A	GGREGATE AMO	DUNT IN ROW (11 Y AMOUNT IN RO) EXCLUDES CERTAIN SHARES* 0 DW (11)					
14	2.5% of L Sh TYPE OF RI									
	EP									

CUSIP No.		0 L Share A 0 A Share A		13D	Page 12 of 166				
1			IG PERSONS N NOS. OF ABOV	'E PERSONS (EN'	TITIES ONLY)				
2			Telnor Trust) RIATE BOX IF A I	MEMBER OF A G	ROUP*				
3	(a) O (b) O SEC USE OI SOURCE OI								
4 5	WC (See Iter CHECK BO	VC (See Item 3) HECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) o TTIZENSHIP OR PLACE OF ORGANIZATION							
0	México DF SHARES		SOLE VOTING I						
BENEFICIA OWNED B		8	4,770,000 L Share SHARED VOTIN						
EACH REP PERSON	ORTING	9	SOLE DISPOSIT						
WITH		10	4,770,000 L Share SHARED DISPO						
11	AGGREGAT	FE AMOUN	T BENEFICIALL	Y OWNED BY EA	ACH REPORTING PERSON				
12		X IF THE A	GGREGATE AM		1) EXCLUDES CERTAIN SHARES*	0			
13			REPRESENTED B	Y AMOUNT IN R	Ow (11)				
14	0.0% of L Sh TYPE OF RI EP								

CUSIP No.		0 L Share A 0 A Share A		Page 13 of 166	
1			IG PERSONS N NOS. OF ABOVE PERSONS (EN'	TITIES ONLY)	
2	Fundación To CHECK THI		RIATE BOX IF A MEMBER OF A G	ROUP*	
	(a) O				
3	(b) O SEC USE ON	NLY			
4	SOURCE OF	F FUNDS*			
5	WC (See Iter CHECK BO2		OSURE OF LEGAL PROCEEDING	S IS REQUIRED PURSUANT TO ITEM 2(d) or	r 2(e) 0
6	CITIZENSH	IP OR PLA	CE OF ORGANIZATION		
	México OF SHARES	7	SOLE VOTING POWER		
BENEFICI OWNED B		8	40,000,000 L Shares (See Item 5) SHARED VOTING POWER		
EACH REI PERSON	PORTING	9	SOLE DISPOSITIVE POWER		
WITH		10	40,000,000 L Shares (See Item 5) SHARED DISPOSITIVE POWER		
11	AGGREGAT	FE AMOUN	T BENEFICIALLY OWNED BY EA	ACH REPORTING PERSON	
12	40,000,000 L CHECK BO2			1) EXCLUDES CERTAIN SHARES*	0
13	PERCENT C	OF CLASS H	REPRESENTED BY AMOUNT IN R	OW (11)	
14	0.3% of L Sh TYPE OF RI				
	PN				

CUSIP No		0 L Share A 0 A Share A		Page 14 of 166		
1			IG PERSONS N NOS. OF ABOVE PERSONS (EN	TITIES ONLY)		
2	Fundación Carso, A.C. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*					
	(a) O (b) O	VII X 7				
3 4	SEC USE ONLY SOURCE OF FUNDS*					
5	WC (See Item 3) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2					
6 NUMBER	México OF SHARES		CE OF ORGANIZATION SOLE VOTING POWER			
BENEFICI OWNED B	ALLY	8	15,091,500 L Shares (See Item 5) SHARED VOTING POWER			
EACH REF PERSON	PORTING	9	SOLE DISPOSITIVE POWER			
WITH		10	15,091,500 L Shares (See Item 5) SHARED DISPOSITIVE POWER			
11	AGGREGAT	TE AMOUN	IT BENEFICIALLY OWNED BY E.	ACH REPORTING PERSON		
12	15,091,500 L Shares (See Item 5)CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*0					
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)					
14	0.1% of L Shares (See Item 5) TYPE OF REPORTING PERSON*					
	PN					

CUSIP No. 879403780 L Share ADSs 13D 879403400 A Share ADSs Page 15 of 166

Item 1. Security and Issuer.

This Amendment No. 31 (the <u>Thirty-First Amendment</u>) amends the initial Schedule 13D (the <u>Schedule</u> 13D) filed with the Securities and Exchange Commission (the <u>Commission</u>), as subsequently amended, by the Reporting Persons (as defined in the Schedule 13D), with respect to the L Shares and A Shares of Teléfonos de México, S.A. de C.V. (the <u>Issuer</u>). Capitalized terms used but not otherwise defined in this Thirty-First Amendment have the meanings ascribed to such terms in the Schedule 13D, as amended.

Item 2. Identity and Background.

An updated list of the executive officers and directors of the Slim Family, CGT, GFI, the Telmex Trust, the Telnor Trust, Fundación Telmex, A.C. and and Fundación Carso, A.C. are set forth in Schedule I attached hereto.

As described in Amendment No. 9 to the Schedule 13D filed by the Reporting Persons on March 23, 2004 (the "<u>Ninth Amendment</u>"), each of the Telmex Trust, the Telnor Trust, and Fundación Telmex may be deemed to be controlled by the Issuer, and the Issuer and certain of the Reporting Persons may be deemed to share beneficial ownership of all Shares beneficially owned by any of the Telmex Trust, the Telnor Trust, and Fundación Telmex. The Issuer and such Reporting Persons expressly disclaim such beneficial ownership. As described in the Ninth Amendment, Fundación Carso may be deemed to be controlled by the Slim Family, and the Slim Family may be deemed to share beneficial ownership of all Shares beneficially owned by Fundación Carso. The Slim Family expressly disclaims such beneficial ownership.

Item 3. Source and Amount of Funds or Other Consideration.

The aggregate amount of funds required to purchase the 90,000,000 L Shares purchased by CGT since the date of the event that required the filing of Amendment No. 30 to the Schedule 13D filed by the Reporting Persons on September 1, 2006 (the <u>Thirtieth Amendment</u>) was U.S.\$110,041,641. The funds used to purchase these shares were obtained from the working capital of CGT.

The aggregate amount of funds required to purchase the 8,000,000 L Shares purchased by GFI through subsidiaries it controls since the date of the event that required the filing of the Twenty-Eighth Amendment was U.S.\$ 9,773,090. The funds used to purchase these shares were obtained from the working capital of GFI.

Item 5. Interest in Securities of the Issuer.

(a) The Reporting Persons have, as of September 21, 2006, the following interests in the A Shares and L Shares:

	A Shares ⁽¹⁾		L Shares ⁽²⁾	
	Number	% of Class	Number	% of Class
Carlos Slim Helú ⁽³⁾	92,074,660	19.9%	8,720,065,240	54.8%
Carlos Slim Domit ⁽⁴⁾	91,994,660	19.9%	8,719,881,504	54.8%
Marco Antonio Slim Domit ⁽⁵⁾	91,994,660	19.9%	8,719,881,504	54.8%

CUSIP No. 879403780 L Share ADSs 879403400 A Share ADSs		13D		Page 16 of 166	
Patrick Slim Domi María Soumaya Sl Vanessa Paola Slin Johanna Monique CGT ⁽¹⁰⁾ GFI ⁽¹¹⁾ Telmex Trust	im Domit ⁽⁷⁾ n Domit ⁽⁸⁾	91,994,660 91,994,660 91,994,660 91,994,660 91,994,660	19.9% 19.9% 19.9% 19.9% 19.9%	8,720,913,778 8,719,881,508 8,720,681,508 8,721,240,762 8,629,564,268 90,300,972 297,896,640	54.8% 54.8% 54.8% 54.8% 54.2% 0.8% 2.5%
Telnor Trust Fundación Telmex Fundación Carso				4,770,000 40,000,000 15,091,500	$0.0\% \\ 0.3\% \\ 0.1\%$

- (1) Based upon 462,349,352 A Shares outstanding as of September 21, 2006, 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 11,788,213,636 L Shares outstanding as of September 21, 2006, 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, Fundación Telmex and Fundación Carso, L Share totals and percentages assume that all of the A Shares held by the Reporting Persons and 4,041,564,268 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 4,041,564,268. 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 Helú, as well as A Shares and L Shares beneficially owned through GFI and CGT by trusts for the benefit of the Slim Family (the <u>Family Shares</u>).
- ⁽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 María 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.
- ⁽¹¹⁾ Includes L Shares owned directly by GFI as well as L Shares beneficially owned through subsidiaries it controls.

(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, Fundación Telmex and Fundación 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.

 CUSIP No.
 879403780 L Share ADSs
 13D

 879403400 A Share ADSs
 13D

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(c) All transactions in A Shares and L Shares effected by the Reporting Persons from the date of the event that required the filing of the Thirtieth Amendment until September 21, 2006, are listed in Schedules II.A and II.B.

(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, Fundación Telmex and Fundación Carso). Except as disclosed herein, no person other than the 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.

		Number of	Purchase Price	
<u>Counterparty</u>	Expiration Date	L Shares	per L Share	Interest Rate
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%
JP Morgan Chase Bank, N.A.	August 11, 2010	256,986,840	\$.7785	LIBOR + 0.625%
Wachovia Bank National	September 29, 2009	123,647,640	\$.80875	LIBOR + 0.625%
Association				

	0 L Share ADSs 0 A Share ADSs	13D	Р	age 18 of 166
Santander Central Hispan Benelux S.A. de N.V.	o April 12, 2010	115,540,160	\$.8655	LIBOR + 0.580%
Santander Central Hispan Benelux S.A. de N.V.	May 10, 2010	114,416,480	\$.874	LIBOR + 0.550%
Santander Central Hispan Benelux S.A. de N.V.	o April 11, 2011	90,252,720	\$1.108	LIBOR + 0.320%
BBVA Bancomer, S.A., Institución de Banca Múl Grupo Financiero BBVA	-	97,943,200	\$1.0210	LIBOR + 0.250%
Bancomer, S.A. de C.V. BBVA Bancomer, S.A., Institución de Banca Múl Grupo Financiero BBVA Bancomer, S.A. de C.V.	May 18, 2011 tiple,	181,323,680	\$1.1030	LIBOR + 0.250%
Santander Central Hispan Benelux S.A. de N.V.	May 30, 2011	202,122,300	\$0.9895	LIBOR + 0.230%
HSBC Bank U.S.A., Nati Association	onal May 30, 2011	97,276,280		