

TELEFONICA S A  
Form 6-K  
September 17, 2010

**Table of Contents**

**FORM 6-K  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
Report of Foreign Private Issuer  
Pursuant to Rule 13a-16 or 15d-16  
of the Securities Exchange Act of 1934  
For the month of September, 2010  
Commission File Number: 001-09531  
Telefónica, S.A.**

(Translation of registrant's name into English)

**Distrito C, Ronda de la Comunicación s/n,  
28050 Madrid, Spain  
3491-482 85 48**

(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F:  
Form 20-F  Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Yes  No

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Yes  No

Indicate by check mark whether by furnishing the information contained in this Form, the registrant is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934:

Yes  No

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): N/A

**Telefónica, S.A.**  
TABLE OF CONTENTS

<b>Item</b>		<b>Sequential Page Number</b>
<u>1.</u>	<u>Telefónica Purchase Share Plan for employees</u>	3

---

**Table of Contents**

**RAMIRO SÁNCHEZ DE LERÍN GARCÍA-OVIES**

*General Secretary and  
Secretary to the Board of Directors*

**TELEFÓNICA, S.A.**

TELEFÓNICA, S.A. ( TELEFÓNICA ) as provided in article 82 of the Spanish Securities Market Act (*Ley del Mercado de Valores*) hereby reports the following

**SIGNIFICANT EVENT**

On June 23, 2009, the Annual General Shareholders Meeting of TELEFÓNICA approved an incentive TELEFÓNICA s share purchase plan ( Purchase Share Plan for Employees of the Telefónica Group or the Plan ), for employees and Executive Directors of the Telefónica Group at international level, including senior managers and other executive personnel.

Throughout the Plan, it is offered to the employees the possibility of acquiring shares of TELEFÓNICA with the commitment from the latter to deliver free of charge to the recipients who sign up for the Plan a certain number of additional shares in TELEFÓNICA, provided that certain requirements are met.

It is hereby attached as Annex the list of the beneficiaries of the first cycle of this Plan who are Directors and Executive Officers.

Madrid, September 17, 2010.

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**Table of Contents**

**Telefónica, S.A.**  
**ANNEX**

**Communication of remuneration plans for Director or Executive Officers granted by listed companies**  
*(Royal Decree 1362/2007, with regard to transparency requirements related to information of the issuers whose securities are admitted to trading on a secondary official market)*

**LIST OF DIRECTORS AND EXECUTIVE OFFICERS WHO ARE BENEFICIARIES OF THE PLAN**

**I.- Executive Directors.**

First name and surname	Position in the Company	Number of shares received	Percentage of share capital
Mr. César Alierta Izuel	Executive Chairman	5 shares	0.00%
Mr. Julio Linares López	Chief Operating Officer	5 shares	0.00%

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**Table of Contents****Telefónica, S.A.****II.- Executive Officers.**

First name and surname	Position in the Company	Number of shares received	Percentage of share capital
Mr. Guillermo Ansaldo Lutz	Chairman of Telefónica Spain	5 shares	0.00%
Mr. Matthew Key	Chairman of Telefónica Europe	5 shares	0.00%
Mr. Ramiro Sánchez de Lerín García-Ovies	General Legal Secretary and of the Board of Directors	5 shares	0.00%
Mr. Calixto Ríos Pérez	Internal Auditing Manager	5 shares	0.00%

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**Table of Contents**

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**Telefónica, S.A.**

Date: September 17, 2010

By: /s/ Ramiro Sánchez de Lerín García-Ovies  
Name: Ramiro Sánchez de Lerín  
García-Ovies  
Title: General Secretary and Secretary to  
the Board of Directors