

PHILIPPINE LONG DISTANCE TELEPHONE CO
Form SC 13D/A
June 28, 2007

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D/A

(Rule 13d-101)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO**

RULE 13d-2(a)

(Amendment No. 2)*

Philippine Long Distance Telephone Company

(Name of Issuer)

Common Capital Stock, 5 Philippine Pesos par value

(Title of Class of Securities)

718252109

(CUSIP Number)

Toshinari Kunieda

Senior Vice President-Managing Director-Global Business Department

NTT DoCoMo, Inc.

Sanno Park Tower

11-1, Nagata-cho 2-chome

Chiyoda-ku, Tokyo 100-6150

Japan

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

June 27, 2007

(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. "

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 (*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).

CUSIP No. 718252109

13D

Page 1

1 NAME OF REPORTING PERSONS.

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

NTT DoCoMo, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) x

(b) ..

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

JAPAN

7 SOLE VOTING POWER

NUMBER OF

SHARES

0
8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

EACH

29,255,689
9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

WITH

0
10 SHARED DISPOSITIVE POWER

29,255,689

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

29,255,689

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

15.5%

14 TYPE OF REPORTING PERSON

CO

This Amendment No. 2 (this **Amendment No. 2**) amends the Schedule 13D (the **Schedule 13D**) filed with the Securities and Exchange Commission (the **SEC**) on February 10, 2006, as amended by Amendment No. 1 thereto filed with the SEC on April 18, 2007, relating to the common capital stock, par value five Philippine Pesos (**Php**) per share (the **Common Shares**), of Philippine Long Distance Telephone Company, a corporation organized under the laws of the Philippines (the **Company** or **PLDT**). Unless specifically amended hereby, the disclosures set forth in the Schedule 13D (as amended) remain unchanged.

All capitalized terms used, but not defined, in this Amendment No. 2 are defined in the Schedule 13D (as amended). The summary descriptions (if any) contained herein of certain agreements and documents are qualified in their entirety by reference to the complete text of such agreements and documents filed as Exhibits hereto or incorporated herein by reference.

Item 2. Identity and Background

Paragraphs (a) (c) and (f) of Item 2 of the Schedule 13D, as amended by Amendment No. 1 thereto, are hereby further amended by replacing Schedule A to Amendment No. 1 with Schedule A to this Amendment No. 2.

Item 3. Source and Amount of Funds or Other Consideration

Item 3 of the Schedule 13D is hereby amended by adding the following paragraph:

From April 17, 2007 through June 27, 2007, DoCoMo made open market purchases of Common Shares through the Philippine Stock Exchange and American Depositary Shares representing Common Shares through the New York Stock Exchange. Through these open market purchases, DoCoMo has acquired 2,022,654 shares (including 844,194 shares represented by American Depositary Shares) (the **Second Additional DoCoMo PLDT Shares**) representing approximately 1.1% of the outstanding capital stock of PLDT. All of the funds used to pay for the **Second Additional DoCoMo PLDT Shares** were from DoCoMo's available cash resources.

Item 4. Purpose of Transaction

Item 4 of the Schedule 13D is hereby amended by adding the following paragraphs:

DoCoMo is acquiring the **Second Additional DoCoMo PLDT Shares** for the same purposes as those described in this Item 4 with respect to its acquisition of the **DoCoMo PLDT Shares**.

Upon the acquisition of the **Second Additional DoCoMo PLDT Shares**, DoCoMo will beneficially own, in the aggregate, approximately 15.5% of the voting power attached to the outstanding Common Shares.

Following the acquisition of the **Second Additional DoCoMo PLDT Shares**, if DoCoMo deems market and other conditions as favorable, or if it otherwise decides, DoCoMo may increase its ownership of the Company's equity securities through open market purchases, negotiated purchases, or other transactions, up to the limitation of 21% of the Common Shares issued and outstanding as described in this Item 4. However, if DoCoMo does not deem market and other conditions as favorable or if it otherwise decides, it may not do so.

Item 5. Interest in Securities of the Issuer

Paragraphs (a), (b) and (c) of Item 5 of the Schedule 13D are hereby amended and restated as follows:

(a) By virtue of NTT's ownership of all of the outstanding capital stock of NTTC and a majority of the common stock of DoCoMo and the terms of the Stock Sale and Purchase Agreement (applicable to the DoCoMo PLDT Shares) and the Co-Operation Agreement (applicable to the DoCoMo PLDT Shares, the Additional DoCoMo PLDT Shares and the Second Additional DoCoMo PLDT Shares), NTT, NTTC and DoCoMo constitute a group within the meaning of section 13(d)(3) of the Securities Exchange Act of 1934 and therefore, DoCoMo may be deemed to have acquired beneficial ownership of the 29,255,689 Common Shares, in aggregate, beneficially held by NTTC and DoCoMo. Given the terms of the Shareholders Agreement and the Co-Operation Agreement (as described in the Schedule 13D), NTTC and DoCoMo and the other parties to the Strategic Agreement, the Shareholders Agreement and the Co-Operation Agreement might be deemed to constitute a group. However, DoCoMo disclaims that it has agreed to act as a group with any parties to the Strategic Agreement, the Shareholders Agreement or the Co-Operation Agreement other than NTTC (other than to the extent provided in the Shareholders Agreement and the Co-Operation Agreement) and DoCoMo disclaims beneficial ownership of the Common Shares other than the amounts of shares reported herein.

(b) As the registered owner, DoCoMo has the shared power to vote or dispose or to direct the vote or disposition of the 29,255,689 Common Shares beneficially owned by NTTC and DoCoMo. By virtue of its ownership of a majority of the issued and outstanding capital stock of DoCoMo, NTT has the power to direct the voting or disposition of the Common Shares beneficially owned by the DoCoMo.

(c) Except for the acquisition of the Additional DoCoMo PLDT Shares and Second Additional DoCoMo PLDT Shares as described in Item 3, neither DoCoMo, nor to its knowledge, any of its directors or executive officers has effected any transaction in the Common Shares during the past sixty days. The following table sets forth, for the open market purchases by DoCoMo described in Item 3, the dates of such open market purchases, the numbers of Additional DoCoMo PLDT Shares or Second Additional DoCoMo PLDT Shares purchased, the prices per share (rounded to the nearest one U.S. cent or one Philippine centavo) of such purchases and the exchange through which such open market purchases were effected (the open market purchases made through the New York Stock Exchange were for American Depositary Shares of PLDT, each representing one Common Share):

| Date of Purchase | Number of Shares Purchased | Price per share | Exchange |
|--------------------------------|----------------------------|-----------------|---------------------------|
| Additional DoCoMo PLDT Shares: | | | |
| 03/20/2007 | 115,000 | US\$47.94 | New York Stock Exchange |
| 03/21/2007 | 121,000 | US\$49.52 | New York Stock Exchange |
| 03/21/2007 | 45,400 | PhP 2,378.93 | Philippine Stock Exchange |
| 03/23/2007 | 109,428 | US\$52.31 | New York Stock Exchange |
| 03/26/2007 | 110,946 | US\$52.28 | New York Stock Exchange |
| 03/26/2007 | 64,000 | PhP 2,499.97 | Philippine Stock Exchange |
| 03/27/2007 | 109,342 | US\$52.60 | New York Stock Exchange |
| 03/27/2007 | 64,000 | PhP 2,546.39 | Philippine Stock Exchange |
| 03/28/2007 | 109,874 | US\$52.01 | New York Stock Exchange |
| 03/28/2007 | 34,090 | PhP 2,510.01 | Philippine Stock Exchange |
| 03/29/2007 | 109,856 | US\$52.84 | New York Stock Exchange |
| 03/29/2007 | 63,760 | PhP 2,499.89 | Philippine Stock Exchange |
| 03/30/2007 | 111,924 | US\$52.91 | New York Stock Exchange |
| 03/30/2007 | 63,650 | PhP 2,528.49 | Philippine Stock Exchange |
| 04/02/2007 | 42,783 | US\$52.88 | New York Stock Exchange |
| 04/02/2007 | 64,200 | PhP 2,527.03 | Philippine Stock Exchange |
| 04/03/2007 | 2,192 | US\$52.75 | New York Stock Exchange |
| 04/04/2007 | 13,000 | PhP 2,550.00 | Philippine Stock Exchange |
| 04/10/2007 | 19,409 | US\$52.97 | New York Stock Exchange |
| 04/10/2007 | 67,288 | PhP 2,529.50 | Philippine Stock Exchange |
| 04/11/2007 | 110,617 | US\$52.27 | New York Stock Exchange |
| 04/11/2007 | 35,490 | PhP 2,503.87 | Philippine Stock Exchange |
| 04/12/2007 | 114,444 | US\$50.93 | New York Stock Exchange |
| 04/12/2007 | 67,150 | PhP 2,445.72 | Philippine Stock Exchange |
| 04/13/2007 | 13,847 | US\$50.43 | New York Stock Exchange |
| 04/13/2007 | 67,310 | PhP 2,397.75 | Philippine Stock Exchange |
| 04/16/2007 | 116,062 | US\$50.91 | New York Stock Exchange |
| Total | 1,966,062 | | |

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Second Additional DoCoMo PLDT Shares:

| | | | |
|------------|-----------|--------------|---------------------------|
| 04/17/2007 | 66,010 | PhP 2,516.59 | Philippine Stock Exchange |
| 04/17/2007 | 42,825 | US\$51.88 | New York Stock Exchange |
| 04/18/2007 | 67,250 | PhP 2,493.51 | Philippine Stock Exchange |
| 04/19/2007 | 47,720 | PhP 2,497.79 | Philippine Stock Exchange |
| 04/19/2007 | 118,058 | US\$51.96 | New York Stock Exchange |
| 04/20/2007 | 67,960 | PhP 2,503.31 | Philippine Stock Exchange |
| 04/20/2007 | 95,306 | US\$52.89 | New York Stock Exchange |
| 04/23/2007 | 2,810 | PhP 2,543.20 | Philippine Stock Exchange |
| 04/24/2007 | 67,270 | PhP 2,529.95 | Philippine Stock Exchange |
| 04/27/2007 | 55,000 | PhP 2,550.00 | Philippine Stock Exchange |
| 04/30/2007 | 68,340 | PhP 2,541.83 | Philippine Stock Exchange |
| 05/02/2007 | 68,550 | PhP 2,545.48 | Philippine Stock Exchange |
| 05/03/2007 | 68,760 | PhP 2,541.94 | Philippine Stock Exchange |
| 05/04/2007 | 39,810 | PhP 2,522.26 | Philippine Stock Exchange |
| 05/07/2007 | 10,000 | PhP 2,550.00 | Philippine Stock Exchange |
| 05/08/2007 | 22,210 | PhP 2,550.00 | Philippine Stock Exchange |
| 05/09/2007 | 52,970 | PhP 2,548.68 | Philippine Stock Exchange |
| 05/10/2007 | 7,160 | PhP 2,500.00 | Philippine Stock Exchange |
| 05/11/2007 | 54,790 | PhP 2,542.92 | Philippine Stock Exchange |
| 05/23/2007 | 103,703 | US\$54.76 | New York Stock Exchange |
| 05/24/2007 | 66,550 | PhP 2,484.65 | Philippine Stock Exchange |
| 05/24/2007 | 113,550 | US\$53.97 | New York Stock Exchange |
| 05/25/2007 | 45,110 | PhP 2,538.17 | Philippine Stock Exchange |
| 05/25/2007 | 4,596 | US\$54.65 | Philippine Stock Exchange |
| 05/28/2007 | 31,880 | PhP 2,545.14 | Philippine Stock Exchange |
| 05/29/2007 | 61,090 | PhP 2,544.77 | Philippine Stock Exchange |
| 05/30/2007 | 62,830 | PhP 2,518.60 | Philippine Stock Exchange |
| 05/30/2007 | 85,620 | US\$54.28 | New York Stock Exchange |
| 05/31/2007 | 62,040 | PhP 2,544.02 | Philippine Stock Exchange |
| 06/07/2007 | 16,770 | PhP 2,542.72 | Philippine Stock Exchange |
| 06/07/2007 | 13,500 | US\$55.00 | New York Stock Exchange |
| 06/07/2007 | 4,190 | PhP 2,547.94 | Philippine Stock Exchange |
| 06/20/2007 | 56,521 | US\$56.95 | New York Stock Exchange |
| 06/21/2007 | 5,000 | PhP 2,600.00 | Philippine Stock Exchange |
| 06/25/2007 | 82,683 | US\$56.90 | New York Stock Exchange |
| 06/26/2007 | 45,915 | US\$56.93 | New York Stock Exchange |
| 06/27/2007 | 56,390 | PhP 2,636.87 | Philippine Stock Exchange |
| 06/27/2007 | 81,917 | US\$56.54 | New York Stock Exchange |
| Total | 2,022,654 | | |

The aggregate purchase price for the open market purchases through the Philippine Stock Exchange was Php 1,616,944,032 for Additional DoCoMo PLDT Shares and Php 2,986,368,762 for Second Additional DoCoMo PLDT Shares. The aggregate purchase price for the open market purchases through the New York Stock Exchange was US\$67,845,725.76 for Additional DoCoMo PLDT Shares and US\$46,013,439.82 for Second Additional DoCoMo PLDT Shares.

Signatures

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.

Dated: June 28, 2007

NTT DoCoMo, Inc.

By: /s/ Masayuki Hirata

Name: Masayuki Hirata

Title: Senior Executive Vice President and Chief
Financial Officer

SCHEDULE A

DIRECTORS AND EXECUTIVE OFFICERS

OF

NTT DoCoMo, Inc. (DoCoMo)

The name, country of citizenship, residential or business address, present principal occupation or employment, and the name, principal business and address of any corporation or other organization in which such employment is conducted, of each of the directors and executive officers of DoCoMo is set forth below. All of the persons listed below are directors of DoCoMo and unless otherwise indicated, each occupation set forth opposite a director's name refers to employment with DoCoMo. If no address is given, the director's business address is Sanno Park Tower, 11-1, Nagata-cho 2-chome, Chiyoda-ku, Tokyo 100-6150, Japan. DoCoMo's principal business is providing wireless communication services.

Directors

| Name | Country of Citizenship | Present Principal Occupation or Employment and Principal Business |
|--------------------|-------------------------------|--------------------------------------------------------------------------|
| Masao Nakamura | Japan | President and Chief Executive Officer |
| Masayuki Hirata | Japan | Senior Executive Vice President and Chief Financial Officer |
| Ryuji Yamada | Japan | Senior Executive Vice President |
| Takanori Utano | Japan | Executive Vice President and Chief Technical Officer |
| Kiyoyuki Tsujimura | Japan | Executive Vice President |
| Harunari Futatsugi | Japan | Executive Vice President |
| Bunya Kumagai | Japan | Executive Vice President |
| Masatoshi Suzuki | Japan | Executive Vice President |
| Noriaki Ito | Japan | Senior Vice President |
| Kazuto Tsubouchi | Japan | Senior Vice President |
| Takashi Tanaka | Japan | Senior Vice President |
| Toshiki Nakayama | Japan | Member of the Board |
| Shinichi Nakatani | Japan | Corporate Auditor |
| Shoichi Matsubashi | Japan | Corporate Auditor |
| Haruo Imai | Japan | Corporate Auditor |
| Kyouichi Yoshizawa | Japan | Corporate Auditor |
| Takaaki Wakasugi | Japan | Corporate Auditor |