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TELEFONICA S A Form 6-K May 16, 2006

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 May, 2006

Commission File Number: 001-09531

Telefónica, S.A.

(Translation of registrant's name into English)

Gran Vía, 28

28013 Madrid, Spain

3491-459-3050

(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 X 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 X

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):

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	Yes	No	X	
	y check mark whether by furnishing the information co the information to the Commission pursuant to Rule 12g			
	Yes	No	X	
If "Yes" is	marked, indicate below the file number assigned to the r	egistrant ir	n connection	with Rule 12g3-2(b): <u>N/A</u>
Telefóni	ica, S.A.			
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Telefónica, S.A., as provided in article 82 of the Spanish Stock Market Act (Ley del Mercado de Valores), hereby

reports the following:

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In answer to the requirement of the Spanish National Securities Market Commission (*Comisión Nacional del Mercado de Valores- CNMV*), we enclose to this document the "fairness opinion" of Credit Suisse Securites (Europe) Limited addressed to the Board of Directors of Telefónica, S.A. on the proposed merger of Telefónica, S.A. and Telefónica Móviles, S.A.

Madrid, May 16th, 2006

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:	May 16th, 2006		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	