

TELE CENTRO OESTE CELULAR PARTICIPACOES

Form SC14D9C

August 30, 2004

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

**SCHEDULE 14D-9
SOLICITATION/ RECOMMENDATION STATEMENT
Under
SECTION 14(d)(4) OF THE SECURITIES EXCHANGE ACT OF 1934**

**TELE CENTRO OESTE CELULAR
PARTICIPAÇÕES S.A.**
(Name of Subject Company)

**TELE CENTRO OESTE CELULAR
PARTICIPAÇÕES S.A.**
(Name of Person Filing Statement)

**Preferred shares, without par value
American Depositary Shares (as evidenced by
American Depositary Receipts),
each representing 3,000 preferred shares**
(Title of Class of Securities)

87923P105 (American Depositary Shares)
(CUSIP Number of Class of Securities)

**S. Todd Crider, Esq.
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New York, New York 10017
(212) 455-2000**

*(Name, address and telephone number of person authorized to receive
notices and communications on behalf of the person filing statement)*

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

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EX-99.1.1: AMENDED ENGLISH TRANSLATION OF NOTICE OF MATERIAL FACT

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EXHIBIT INDEX

| <u>Exhibit No.</u> | <u>Description</u> |
|---------------------------|---|
| 1.1 | Amended English translation of Notice of Material Fact dated August 25, 2004. |