

TELEFONICA S A  
Form 6-K  
July 02, 2009

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**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 July, 2009**

**Commission File Number: 001-09531**

**TELEFÓNICA, S.A.**

(Exact name of registrant as specified in its charter)

**Distrito C Ronda de la Comunicación , s/n**

**28050 Madrid, Spain**

(Address of principal executive office)

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

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Exhibit Index

SIGNATURE

EX-1.1

EX-4.2

EX-4.3

EX-4.6

EX-99.1

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**Telefónica, S.A.**

This Form 6-K is incorporated by reference into the registration statement of Telefónica, S.A. and Telefónica Emisiones, S.A.U. filed with the Securities and Exchange Commission on May 8, 2009 (File No. 333-159062). Telefónica, S.A. is filing the documents set forth in the attached Exhibit Index.

**Exhibit Index**

**Item**

- 1.1 Underwriting Agreement, dated June 22, 2009
  - 4.2 Form of First Supplemental Indenture for the Fixed Rate Senior Notes Due 2015 among Telefónica Emisiones, S.A.U., as Issuer, Telefónica, S.A., as Guarantor, and The Bank of New York Mellon, as Trustee and Paying Agent
  - 4.3 Form of Second Supplemental Indenture for the Fixed Rate Senior Notes Due 2019 among Telefónica Emisiones, S.A.U., as Issuer, Telefónica, S.A., as Guarantor, and The Bank of New York Mellon, as Trustee and Paying Agent
  - 4.4 Form of Security Certificate representing the Fixed Rate Senior Notes Due 2015 (included in Exhibit 4.2)
  - 4.5 Form of Security Certificate representing the Fixed Rate Senior Notes Due 2019 (included in Exhibit 4.3)
  - 4.6 Form of Guarantee of Telefónica, S.A.
  - 99.1 Form of Letter of Appointment, among Telefónica Emisiones, S.A.U., as Issuer, Telefónica, S.A., as Guarantor and Acupay System LLC, as Tax Certification Agent (pursuant to and amending the Tax Certification Agency Agreement among Telefónica Emisiones, S.A.U., as Issuer, Telefónica, S.A., as Guarantor, Acupay System LLC, as Tax Certification Agent and The Bank of New York Mellon (as successor to JP Morgan Chase Bank, N.A.), as Paying Agent and Calculation Agent, dated as of June 20, 2006 (incorporated by reference to Exhibit 99.1 of Telefónica, S.A. s Form 6-K filed on June 20, 2006))
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SIGNATURE

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: July 2, 2009

By: /s/ Santiago Fernández Valbuena  
Name: Santiago Fernández Valbuena  
Title: Chief Financial Officer