

INFONET SERVICES CORP
Form 4
March 02, 2005

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
**TELEFONICA INTERNATIONAL
HOLDING BV**

(Last) (First) (Middle)

DRENTTESTRAAT, 24 BG

(Street)

AMSTERDAM, P7 1083 HK

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

INFONET SERVICES CORP [IN]

3. Date of Earliest Transaction
(Month/Day/Year)

02/25/2005

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Class B Common Stock	02/25/2005		J ⁽¹⁾	38,439,411	D \$ 2.06 0	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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information contained in this form are not
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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Class A Common Stock	(2)	02/25/2005		J(1)	28,918,283	(3)	(3)	Class B Common Stock	28,918,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TELEFONICA INTERNATIONAL HOLDING BV DRENTTESTRAAT 24 BG AMSTERDAM, P7 1083 HK			X	

Signatures

Juan Carlos Ros - Director and Proxy Holder	02/27/2005
**Signature of Reporting Person	Date
Javier Delgado - Director and Proxy Holder	02/27/2005
**Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- Pursuant to the Agreement and Plan of Merger (the "Merger Agreement"), dated as of November 8, 2004, by and among British Telecommunications plc ("BT"), Blue Acquisition Corp. (the "Merger Sub"), and Infonet Services Corporation (the "Company"), each
- (1) issued and outstanding share of Class A common stock and Class B common stock of the Company not owned by BT, Merger Sub or the Company, other than the Appraisal Shares (as defined in the Merger Agreement), has been converted as of the effective time of the merger into the right to receive \$2.06 in cash, without interest.
- (2) 1-for-1
- (3) Immediately

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.