

PORTUGAL TELECOM SGPS SA
Form SC TO-C
July 28, 2006

SCHEDULE TO-C

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

**SCHEDULE TO
(RULE 14d-100)
Tender Offer Statement Under Section 14(d)(1) or 13(e)(1)
of the Securities Exchange Act of 1934**

PORTUGAL TELECOM, SGPS, S.A.
(Name Of Subject Company (Issuer))

SONAE, SGPS, S.A.
SONAECOM, SGPS, S.A.
(Names of Filing Persons (Offerors))

ORDINARY SHARES
AMERICAN DEPOSITARY SHARES
(Title of Class of Securities)

Ordinary Shares (ISIN: PTPTC0AM0009)
American Depositary Shares (CUSIP: 737273102)
(CUSIP Number of Class of Securities)

**Andre Sousa
Sonaec, SGPS, S.A.**

**Luisa Ferriera
Sonaecom, SGPS, S.A.**

**Lugar do Espido, Via Norte
4471-909 Maia, Portugal**

**Rua Henrique PousAo, 432
4460-481 Senhora da Hora, Portugal**

Tel: +351220121717

Tel: +351229572270

(Name, address and telephone numbers of person authorized
to receive notices and communications on behalf of filing persons)

CALCULATION OF FILING FEE

Transaction Valuation(1)

Not Applicable

Amount of Filing Fee(1)

Not Applicable

(I) No filing fee is required pursuant to General Instruction D of Schedule TO.

q Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid:

Filing Party:

Form or Registration No.:

Date Filed:

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

Check the appropriate boxes below to designate any transactions to which the statement relates:

third-party tender offer subject to Rule 14d-1.

issuer tender offer subject to Rule 13e-4.

going-private transaction subject to Rule 13e-3.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

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Item 12: EXHIBITS

(a)(5)(i) Earnings announcement released on July 27, 2006 relating to the unaudited financial results of Sonaecom, SGPS, S.A. for Q2 2006.
