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AMDOCS LTD
Form SC 13D/A
December 07, 2001

SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

SCHEDULE 13D/A
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULE 13d-1 (a)
AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2 (a)

(Amendment No. 5)

AMDOCS LIMITED

(Name of Issuer)

Ordinary Shares, par value (pound)0.01

(Title of Class of Securities)

G02602 10 3

(Cusip Number)

Wayne Wirtz, Esq.
SBC Communications Inc.
175 East Houston
San Antonio, TX 78205
(210) 351-3736

(Name and Address, and Telephone Number of Person
Authorized to Receive Notices and Communications)

December 5, 2001

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box [].

(continued on following pages)
(Page 1 of 7 Pages)

CUSIP NO. G02602 10 3 13D/A Page 2 of 7 Pages

1 NAME OF REPORTING PERSON SBC COMMUNICATIONS INC.
 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON 43-1301883

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) []

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(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER	0
	8	SHARED VOTING POWER * Does not include 8,003,798 non-voting Shares.	30,654,138*
	9	SOLE DISPOSITIVE POWER	0
	10	SHARED DISPOSITIVE POWER * Does not include 10,000,000 Shares for which the reporting person has voting rights only.	28,657,936*

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 38,657,936

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 17.4%

14 TYPE OF REPORTING PERSON HC

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1 NAME OF REPORTING PERSON SBC INTERNATIONAL, INC.
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON 43-1380735

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) []
(b) []

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3 SEC USE ONLY

4 SOURCE OF FUNDS WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER	0
	8	SHARED VOTING POWER * Does not include 8,003,798 non-voting Shares.	30,654,138*
	9	SOLE DISPOSITIVE POWER	0
	10	SHARED DISPOSITIVE POWER * Does not include 10,000,000 Shares for which the reporting person has voting rights only.	28,657,936*

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 38,657,936

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 17.4%

14 TYPE OF REPORTING PERSON CO

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1 NAME OF REPORTING PERSON SBC OPTION DELIVERY, LLC
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) []
(b) []

3 SEC USE ONLY

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4	SOURCE OF FUNDS		WC

5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)		[]

6	CITIZENSHIP OR PLACE OF ORGANIZATION		Delaware

	NUMBER OF SHARES	7	SOLE VOTING POWER 0
	BENEFICIALLY OWNED BY	8	SHARED VOTING POWER 15,273,823
	EACH	9	SOLE DISPOSITIVE POWER 0
	REPORTING PERSON WITH	10	SHARED DISPOSITIVE POWER 15,273,823

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		15,273,823

12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		[]

13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		6.9%

14	TYPE OF REPORTING PERSON		CO

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AMENDMENT NO. 5 TO SCHEDULE 13D
RELATING TO ORDINARY SHARES
OF AMDOCS LIMITED

This Amendment No. 5 to the Schedule 13D filed on February 22, 2000 (the "Original 13D"), by SBC Communications Inc. ("SBC") and SBC International, Inc. ("SBCI") is being filed to report the disposition of ordinary shares of Amdocs Limited (the "Company").

Item 1. Security and Issuer

This statement relates to the Ordinary Shares, par value (pound)0.01 (the "Shares"), of Amdocs Limited, a company organized under the laws of the Island of Guernsey. The Shares trade on the New York Stock Exchange under the symbol "DOX". The principal executive office of the Company is Suite 5, Tower Hill House Le Bordage, St. Peter Port, Island of Guernsey, GY1 3QT Channel Islands.

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Item 4. Purpose of Transaction

Since the filing of Amendment No. 3 on June 21, 2001, SBC has disposed of 2,778,000 Shares through open market sales.

Item 5. Interest in Securities of the Issuer

(a) SBCI beneficially owns 38,657,936 Shares representing 17.4% of the outstanding ordinary Shares class. SBCO beneficially owns 15,273,823 Shares representing 6.9% of the outstanding ordinary Shares class. As of June 20, 2001, the capital structure of Amdocs Limited consists of 222,486,000 Shares (according to Form 6-K filed by Amdocs Limited for the period ending June 30, 2001). SBC possesses ultimate beneficial ownership of the reported Shares by virtue of its ownership of SBCI and SBCO.

(b) SBCI beneficial ownership interest 1,2:

Percent of class.....	17.4%
Sole power to vote or to direct the vote.....	0 Shares
Shared power to vote or to direct the vote.....	30,654,138 Shares
Sole power to dispose or to direct the disposition of.....	0 Shares
Shared power to dispose or direct the disposition of...	28,657,936 Shares

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SBCO beneficial ownership interest 3:

Percent of class.....	6.9%
Sole power to vote or to direct the vote.....	0 Shares
Shared power to vote or to direct the vote.....	15,273,823 Shares
Sole power to dispose or to direct the disposition of.....	0 Shares
Shared power to dispose or direct the disposition of...	15,273,823 Shares

- 1 SBC and SBCI have shared voting power, but not dispositive power, over 10,000,000 Shares pursuant to an irrevocable proxy granted by Amdocs International Limited to SBCI (proxy expires on June 11, 2002).
- 2 Does not include 8,003,798 Shares which are non-voting so long as they are directly or indirectly owned by SBC. Each non-voting Share will convert into one Share with voting rights upon its sale.
- 3 Each of SBC and SBCI has ultimate control over these Shares by virtue of their ownership of SBCO.

(c) During the past sixty days, SBCI and SBCO disposed of Shares as follows:

Transaction Date	Type of Transaction	Selling Company	Number of Shares	Price Per Share
11/19/01	Open Market Sales	SBCI	250,000	\$33.631
11/20/01	"	SBCI	350,000	\$33.543
11/26/01	"	SBCO	400,000	\$33.591
11/27/01	"	SBCO	575,000	\$34.663
12/03/01	"	SBCO	100,000	\$31.985
12/04/01	"	SBCO	500,000	\$32.238

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12/05/01 " SBCO 600,000 \$34.433

(d) None.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

In June 1998, SBC granted Amdocs phantom units convertible on a one-for-one basis into Shares to officers of SBC including James Kahan, a director of the Company, subject to vesting. As of December 5, 2001, 94,644 Amdocs phantom units remain undistributed, all of which are vested but deferred.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

SBC COMMUNICATIONS INC.

Dated: December 7, 2001 By: /s/ James S. Kahan
James S. Kahan
Senior Executive Vice President-
Corporate Development

SBC INTERNATIONAL, INC.

Dated: December 7, 2001 By: /s/ James S. Kahan
James S. Kahan
Executive Vice President - Development

SBC OPTION DELIVERY, LLC

By: SBC Hedging Management, LLC
Manager of SBC Option Delivery, LLC

Dated: December 7, 2001 By: /s/ Hal E. Rainbolt
Hal E. Rainbolt
Director, SBC Hedging Management, LLC