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AMDOCS LTD
Form SC 13D/A
September 09, 2002

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. 7)

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)

September 5, 2002

(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)
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13D/A

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

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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) []
 (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	7	SOLE VOTING POWER	0
SHARES			
BENEFICIALLY	8	SHARED VOTING POWER	20,654,138*
OWNED BY		* Does not include 3,180,688 non-voting Shares.	
EACH	9	SOLE DISPOSITIVE POWER	0
REPORTING			
PERSON	10	SHARED DISPOSITIVE POWER	23,834,826
WITH			

11 AGGREGATE AMOUNT BENEFICIALLY OWNED
 BY EACH REPORTING PERSON 23,834,826

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 11.1%

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) []

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

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	ROW (11) EXCLUDES CERTAIN SHARES	[]
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	5.9%
14	TYPE OF REPORTING PERSON	CO

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AMENDMENT NO. 7 TO SCHEDULE 13D
RELATING TO ORDINARY SHARES
OF AMDOCS LIMITED

This statement on Schedule 13D filed on February 22, 2000 (the "Original 13D"), as amended by Amendment No. 1 to Schedule 13D filed on February 22, 2001, Amendment No. 2 to Schedule 13D filed on February 27, 2001, Amendment No. 3 to Schedule 13D filed on June 21, 2001, Amendment No. 4 to Schedule 13D filed on December 7, 2001, Amendment No. 5 to Schedule 13D filed on December 7, 2001, and Amendment No. 6 to Schedule 13D filed on January 31, 2002, by SBC Communications Inc. ("SBC") is hereby further amended to report the disposition of 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.

Item 2. Identity and Background

- (c) The name, and principal occupations of each executive officer and director of SBC and SBC International, Inc. are set forth in Exhibits I and 2 hereto, respectively, and incorporated herein by reference. The principal business address for the named individuals on Exhibits 1 and 2 is 175 E. Houston, San Antonio, Texas, 78205, USA.

Item 4. Purpose of Transaction

Since the filing of Amendment No. 6 on January 31, 2002, SBC has disposed of 2,295,110 Shares through open market sales and employee bonuses. In addition, the irrevocable proxy granted by Amdocs International Limited to SBCI to vote 10,000,000 Shares expired on June 11, 2002.

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Item 5. Interest in Securities of the Issuer

(a) SBCI beneficially owns 23,834,826 Shares representing 11.1% of the outstanding ordinary Shares class. SBCO beneficially owns 12,745,823 Shares representing 5.9% of the outstanding ordinary Shares class. As of June 30, 2002, the capital structure of the Company consists of 215,521,000 Shares (according to Form 6-K filed by the Company on August 15, 2002). SBC possesses ultimate beneficial ownership of the reported Shares by virtue of its ownership of SBCI and SBCO.

(b) SBCI beneficial ownership interest 1:
 Percent of class.....11.1%
 Sole power to vote or to direct the vote.....0 Shares
 Shared power to vote or to direct the vote.....20,654,138 Shares
 Sole power to dispose or to direct the disposition of.....0 Shares
 Shared power to dispose or direct the disposition of..23,834,826 Shares

SBCO beneficial ownership interest 2:
 Percent of class.....5.9%
 Sole power to vote or to direct the vote.....0 Shares
 Shared power to vote or to direct the vote.....12,745,823 Shares
 Sole power to dispose or to direct the disposition of.....0 Shares
 Shared power to dispose or direct the disposition of 12,745,823 Shares

- 1 Does not include 3,180,688 Shares that 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.
- 2 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 disposed of Shares as follows:

Transaction Date	Type of Transaction	Number of Shares	Average Price Per Share
08/21/02	Open Market Sales	300,000	\$9.22
08/22/02		345,000	\$9.03
08/23/02		503,000	\$8.95
08/26/02		46,200	\$8.50
08/27/02		71,500	\$8.34
08/28/02		147,000	\$8.01
09/04/02		50,000	\$7.25
09/05/02		778,500	\$6.95

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(d) None.

(e) Not applicable.

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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 August 26, 2002, 24,219 Amdocs phantom units remain undistributed, all of which are vested but deferred.

Item 7. Material to be Filed as Exhibits

Exhibit No. Description

- | | |
|---|---|
| 1 | Directors and Executive Officers of SBC Communications Inc. |
| 2 | Directors and Executive Officers of SBC International, Inc. |

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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: September 6, 2002

By: /s/ James S. Kahan
James S. Kahan
Senior Executive Vice President -
Corporate Development

SBC INTERNATIONAL, INC.

Dated: September 6, 2002

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: September 6, 2002

By: /s/ Hal E. Rainbolt
Hal E. Rainbolt
Director, SBC Hedging Management, LLC

