

NTT DOCOMO INC
Form 4
October 28, 2004

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
NIPPON TELEGRAPH & TELEPHONE CORP

2. Issuer Name and Ticker or Trading Symbol
NEW CINGULAR WIRELESS SERVICES, INC. [AWE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
10/26/2004

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

3-1 OTEMACHI
2-CHOME, CHIYODA-KU

(Street)

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

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

TOKYO, M0 100-8116

(City) (State) (Zip)

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 Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
AT&T Wireless Services, Inc. Common Stock	10/26/2004		U ⁽¹⁾		432,990,446 ⁽²⁾	D	\$ 15 0	I ⁽²⁾ See Footnote ⁽²⁾

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

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number.

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

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3 and 4)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NIPPON TELEGRAPH & TELEPHONE CORP 3-1 OTEMACHI 2-CHOME CHIYODA-KU TOKYO, M0 100-8116		X		
NTT DOCOMO INC SANNO PARK TOWER 11-1 NAGATA-CHO 2-CHOME, CHIYODA-KU TOKYO, M0 100-6150		X		
DCM Capital USA (UK) LTD (In Members Voluntary Liquidation) 1 MORE LONDON PLACE LONDON, X0 SE1 2AF		X		

Signatures

Hiroo Unoura Title: Senior Vice President On behalf of Nippon Telegraph and Telephone Corporation		10/26/2004
__Signature of Reporting Person		Date
Masayuki Hirata; Title: Senior Executive Vice President		10/26/2004
__Signature of Reporting Person		Date
Roy Bailey; Title: Joint Liquidator		10/26/2004
__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).

(1) Pursuant to the Agreement and Plan of Merger (the "Merger Agreement"), dated as of February 17, 2004, by and among AT&T Wireless Services, Inc. (the "Company"), Cingular Wireless Corporation, Cingular Wireless LLC, and related parties, each share of the Company's common stock held by the reporting persons that was outstanding immediately prior to the effective time of the merger (the "Effective Time") has been converted at the Effective Time into the right to receive \$15.00 in cash, without interest.

(2) These shares were directly beneficially owned by DCM Capital USA (UK) Limited, a wholly-owned subsidiary of NTT DoCoMo, Inc. ("DoCoMo"). Nippon Telegraph and Telephone Corporation owns approximately 62% of the equity interest in DoCoMo and disclaims beneficial ownership of these shares except to the extent of its pecuniary interest therein. Pursuant to the Merger Agreement, each of these shares has been converted at the Effective Time into the right to receive \$15.00 in cash, without interest.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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