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HUNGARIAN TELEPHONE & CABLE CORP  
Form SC 13D/A  
August 02, 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. 2)

Hungarian Telephone & Cable Corporation

-----  
(Name of Issuer)

Common Stock, par value \$.001 per share

-----  
(Title of Class of Securities)

4455421030

-----  
(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)

July 31, 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)  
(Page 1 of 12 Pages)

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CUSIP NO. 4455421030

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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) [ ]

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3 SEC USE ONLY

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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

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NUMBER OF	7	SOLE VOTING POWER	0
SHARES			
BENEFICIALLY	8	SHARED VOTING POWER	3,865,302
OWNED BY			
EACH	9	SOLE DISPOSITIVE POWER	0
REPORTING			
PERSON	10	SHARED DISPOSITIVE POWER	3,865,302
WITH			

---

11 AGGREGATE AMOUNT BENEFICIALLY OWNED  
 BY EACH REPORTING PERSON 3,865,302

---

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

---

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 31.9%

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14 TYPE OF REPORTING PERSON HC

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1 NAME OF REPORTING PERSON AMERITECH CORPORATION  
 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON 36-3251481

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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

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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER	0
	8	SHARED VOTING POWER	3,865,302
	9	SOLE DISPOSITIVE POWER	0
	10	SHARED DISPOSITIVE POWER	3,865,302
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		3,865,302
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		[ ]
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		31.9%
14	TYPE OF REPORTING PERSON		CO

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1	NAME OF REPORTING PERSON		AMERITECH INTERNATIONAL, INC.
	S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON		36-3707086
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
	7	SOLE VOTING POWER	0
	8	SHARED VOTING POWER	3,865,302
	9	SOLE DISPOSITIVE POWER	0
	10	SHARED DISPOSITIVE POWER	3,865,302
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		3,865,302
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		[ ]

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13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	31.9%
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14	TYPE OF REPORTING PERSON	CO
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1	NAME OF REPORTING PERSON	Ameritech International Denmark Corporation
	S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON	36-4202222

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

3 SEC USE ONLY

4	SOURCE OF FUNDS	AF
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5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)	[ ]
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6	CITIZENSHIP OR PLACE OF ORGANIZATION	Delaware
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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER	0
	8	SHARED VOTING POWER	3,865,302
	9	SOLE DISPOSITIVE POWER	0
	10	SHARED DISPOSITIVE POWER	3,865,302

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	3,865,302
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12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	[ ]
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13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	31.9%
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14	TYPE OF REPORTING PERSON	CO
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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 3,865,302
		9	SOLE DISPOSITIVE POWER 0
		10	SHARED DISPOSITIVE POWER 3,865,302
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		3,865,302
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		[ ]
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		31.9%
14	TYPE OF REPORTING PERSON		CO

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1	NAME OF REPORTING PERSON		Ameritech Luxembourg S.a.r.l.
	S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON		36-3707086
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROU		(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		Luxembourg
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0
		8	SHARED VOTING POWER 3,865,302
		9	SOLE DISPOSITIVE POWER 0
		10	SHARED DISPOSITIVE POWER 3,865,302
11	AGGREGATE AMOUNT BENEFICIALLY OWNED		

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	BY EACH REPORTING PERSON	3,865,302
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	[ ]
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	31.9%
14	TYPE OF REPORTING PERSON	CO

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AMENDMENT NO. 2 TO SCHEDULE 13D  
RELATING TO COMMON STOCK OF  
HUNGARIAN TELEPHONE & CABLE CORPORATION

This statement on Schedule 13D filed on February 3, 2000 (the "Original 13D"), as amended by Amendment No. 1 to Schedule 13D filed on February 4, 2000, by SBC Communications Inc. ("SBC") is hereby further amended to report the acquisition of additional common stock of Hungarian Telephone & Cable Corporation (the "Company").

Item 1. Security and Issuer

This statement relates to the common stock, par value \$.001 (the "Shares"), of the Company, a company organized under the laws of the State of Delaware. The Shares trade on the American Stock Exchange under the symbol "HTC". The principal executive office of the Company is 32 Center Street, Darien, CT 06820.

Item 3. Source and Amount of Funds or Other Consideration

TDC A/S, formerly known as Tele Danmark A/S, ("TDC") originally purchased 420,908 Shares of the Company pursuant to a stock purchase agreement dated as of July 1, 1997, between the Company and TDC (the "Share Agreement"). TDC paid the Purchase Price by exchanging shares it held in two Hungarian companies. On October 7, 1997, TDC purchased an additional 548,250 Shares in exchange for shares it held in two Hungarian companies. On May 12, 1999, TDC purchased an additional 1,571,429 Shares for \$11,000,000 pursuant to a stock purchase agreement (the "1999 Purchase Agreement").

On July 31, 2002, TDC acquired an additional 1,285,714 Shares for \$11,979,000 pursuant to a stock purchase agreement dated July 31, 2002 (the "Stock Purchase Agreement") between TDC, as buyer, and the Danish Investment Fund for Central and Eastern Europe, as seller.

Item 7. Material to be Filed as Exhibits

Exhibit I Directors and Executive Officers of SBC Communications Inc.

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: July 31, 2002

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

and on behalf of:  
Ameritech Corporation  
Ameritech International, Inc.  
Ameritech International Denmark Corporation  
Ameritech Denmark Funding Corporation  
Ameritech Denmark Holdings, L.L.C.  
Ameritech Luxembourg S.a.r.l.