

TELE CENTRO OESTE CELULAR PARTICIPACOES

Form SC TO-C

August 25, 2004

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As filed with the Securities and Exchange Commission on August 25, 2004

**SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

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

**TELE CENTRO OESTE CELULAR PARTICIPAÇÕES S.A.
(Name of Subject Company (issuer))**

**TELESP CELULAR PARTICIPAÇÕES S.A.
BRASILCEL N.V.
PORTUGAL TELECOM, SGPS, S.A.
PT MÓVEIS, SGPS, S.A.
TELEFÓNICA MÓVILES, S.A.**

(Name of Filing Person (offeror))

**Preferred shares, without par value
(Title of Class of Securities)**

**N/A
(CUSIP Number of Class of Securities)**

**S. Todd Crider, Esq.
Simpson Thacher & Bartlett LLP
425 Lexington Avenue
New York, New York 10017
(212) 455-2000**

**(Name, Address and Telephone Number of Person Authorized to Receive
Notices and Communications on Behalf of the Person(s) Filing Statement)**

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

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NOTICE OF A MATERIAL FACT

PRESS RELEASE

PRESS RELEASE

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EXHIBIT INDEX

| Exhibit No. | Description |
|--------------------|--|
| 1.1 | Notice of a Material Fact of Telesp Celular Participações S.A. dated August 25, 2004. |
| 1.2 | Press Release of Telesp Celular Participações S.A. dated August 24, 2004. |
| 1.3 | Text of Notice of Material Fact issued by Portugal Telecom and Press Release issued by Telefónica Móviles dated August 25, 2004 relating to the Tender Offers. |