

TELEFONOS DE MEXICO S A B DE C V
Form SC 13D/A
October 10, 2007
UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 35)*

Teléfonos de México, S.A. de C.V. (the Issuer)

(Name of Issuer)

American Depositary Shares (L Share ADSs), each representing 20 Series L Shares (L Shares)

American Depositary Shares (A Share ADSs), each representing 20 Series A Shares (A Shares)

(Title of Class of Securities)

879403780 for L Share ADSs¹

879403400 for A Share ADSs²

(CUSIP Number)

Rafael Robles Miaja

Galicia y Robles, S.C.

Boulevard Manuel Avila Camacho 24

Torre del Bosque

Piso 7

Colonia: Lomas de Chapultepec

México, D.F. 11000, México

(5255) 5540-9225

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

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September 21, 2007

(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 that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box .

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on the following pages)

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¹ CUSIP number is for the L Share ADSs only. No CUSIP number exists for the underlying L Shares, since such shares are not traded in the United States.

² CUSIP number is for the A Share ADSs only. No CUSIP number exists for the underlying A Shares, since such shares are not traded in the United States.

CUSIP No. 879403780 L Share ADSs
879403400 A Share ADSs

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- 1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
- 2 Carlos Slim Helú
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
- (a)
- (b)
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS*
- AF (See Item 3)
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION
- México
- NUMBER OF SHARES 7 SOLE VOTING POWER
- 80,000 A Shares and 200,000 L Shares (See Item 5)
- BENEFICIALLY OWNED BY 8 SHARED VOTING POWER
- 92,610,376 A Shares and 9,061,770,920 L Shares (See Item 5)
- EACH REPORTING PERSON 9 SOLE DISPOSITIVE POWER
- 80,000 A Shares and 200,000 L Shares (See Item 5)
- WITH 10 SHARED DISPOSITIVE POWER
- 92,690,376 A Shares and 9,061,770,920 L Shares (See Item 5)
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
- 92,690,376 A Shares and 9,061,970,920 L Shares (See Item 5)
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* x
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
- 21.2% of A Shares and 58.96% of L Shares (See Item 5)
- 14 TYPE OF REPORTING PERSON*
- IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 879403780 L Share ADSs
879403400 A Share ADSs

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- 1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
- 2 Carlos Slim Domit
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
- (a)
- (b)
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS*
- AF (See Item 3)
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION
- México
- | | | |
|-----------------------|----|---|
| NUMBER OF SHARES | 7 | SOLE VOTING POWER |
| BENEFICIALLY OWNED BY | 8 | 16,264 L Shares (See Item 5)
SHARED VOTING POWER |
| EACH REPORTING PERSON | 9 | 92,610,376 A Shares and 9,061,770,920 L Shares (See Item 5)
SOLE DISPOSITIVE POWER |
| WITH | 10 | 16,264 L Shares (See Item 5)
SHARED DISPOSITIVE POWER |
| | | 92,610,376 A Shares and 9,061,770,920 L Shares (See Item 5) |
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
- 92,610,376 A Shares and 9,061,787,184 L Shares (See Item 5)
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*x
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
- 21.1 % of A Shares and 58.96% of L Shares (See Item 5)
- 14 TYPE OF REPORTING PERSON*
- IN

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CUSIP No. 879403780 L Share ADSs
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- 1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
- 2 Marco Antonio Slim Domit
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
- (a)
- (b)
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS*
- AF (See Item 3)
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION
- México
- | | | |
|-----------------------|----|---|
| NUMBER OF SHARES | 7 | SOLE VOTING POWER |
| | | 16,264 L Shares (See Item 5) |
| BENEFICIALLY OWNED BY | 8 | SHARED VOTING POWER |
| EACH REPORTING PERSON | 9 | 92,610,376 A Shares and 9,061,770,920 L Shares (See Item 5)
SOLE DISPOSITIVE POWER |
| WITH | 10 | 16,264 L Shares (See Item 5)
SHARED DISPOSITIVE POWER |
| | | 92,610,376 A Shares and 9,061,770,920 L Shares (See Item 5) |
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
- 92,610,376 A Shares and 9,061,787,184 L Shares (See Item 5)
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*x
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
- 21.1% of A Shares and 58.96% of L Shares (See Item 5)
- 14 TYPE OF REPORTING PERSON*
- IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 879403780 L Share ADSs
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- 1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
- Patrick Slim Domit
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
- (a)
- (b)
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS*
- AF and PF (See Item 3)
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION
- México
- | | | |
|-----------------------|----|---|
| NUMBER OF SHARES | 7 | SOLE VOTING POWER |
| | | 1,048,538 L Shares (See Item 5) |
| BENEFICIALLY OWNED BY | 8 | SHARED VOTING POWER |
| EACH REPORTING PERSON | 9 | 92,610,376 A Shares and 9,061,770,920 L Shares (See Item 5) |
| | | SOLE DISPOSITIVE POWER |
| WITH | 10 | 1,048,538 L Shares (See Item 5) |
| | | SHARED DISPOSITIVE POWER |
| | | 92,610,376 A Shares and 9,061,770,920 L Shares (See Item 5) |
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
- 92,610,376 A Shares and 9,062,819,458 L Shares (See Item 5)
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*x
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
- 21.1% of A Shares and 58.96% of L Shares (See Item 5)
- 14 TYPE OF REPORTING PERSON*
- IN

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- 1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
- 2 María Soumaya Slim Domit
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
- (a)
- (b)
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS*
- AF (See Item 3)
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION
- México
- | | | |
|-----------------------|----|---|
| NUMBER OF SHARES | 7 | SOLE VOTING POWER |
| | | 16,268 L Shares (See Item 5) |
| BENEFICIALLY OWNED BY | 8 | SHARED VOTING POWER |
| EACH REPORTING PERSON | 9 | 92,610,376 A Shares and 9,061,770,920 L Shares (See Item 5)
SOLE DISPOSITIVE POWER |
| WITH | 10 | 16,268 L Shares (See Item 5)
SHARED DISPOSITIVE POWER |
| | | 92,610,376 A Shares and 9,061,770,920 L Shares (See Item 5) |
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
- 92,610,376 A Shares and 9,061,787,188 L Shares (See Item 5)
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*x
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
- 21.1% of A Shares and 58.96% of L Shares (See Item 5)
- 14 TYPE OF REPORTING PERSON*
- IN

***SEE INSTRUCTIONS BEFORE FILLING OUT!**

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- 1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
- 2 Vanessa Paola Slim Domit
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
- (a)
- (b)
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS*
- AF (See Item 3)
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION
- México
- | | | |
|-----------------------|----|---|
| NUMBER OF SHARES | 7 | SOLE VOTING POWER |
| | | 3,116,268 L Shares (See Item 5) |
| BENEFICIALLY OWNED BY | 8 | SHARED VOTING POWER |
| EACH REPORTING PERSON | 9 | 92,610,376 A Shares and 9,061,770,920 L Shares (See Item 5)
SOLE DISPOSITIVE POWER |
| WITH | 10 | 3,116,268 L Shares (See Item 5)
SHARED DISPOSITIVE POWER |
| | | 92,610,376 A Shares and 9,061,770,920 L Shares (See Item 5) |
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
- 92,610,376 A Shares and 9,064,887,188 L Shares (See Item 5)
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*x
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
- 21.1% of A Shares and 58.98% of L Shares (See Item 5)
- 14 TYPE OF REPORTING PERSON*
- IN

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- 1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
- 2 Johanna Monique Slim Domit
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
- (a)
- (b)
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS*
- AF and PF (See Item 3)
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION
- México
- NUMBER OF SHARES 7 SOLE VOTING POWER
- 1,375,522 L Shares (See Item 5)
- BENEFICIALLY OWNED BY 8 SHARED VOTING POWER
- 92,610,376 A Shares and 9,061,770,920 L Shares (See Item 5)
- EACH REPORTING PERSON 9 SOLE DISPOSITIVE POWER
- WITH 10 SHARED DISPOSITIVE POWER
- 1,375,522 L Shares (See Item 5)
- 92,610,376 A Shares and 9,061,770,920 L Shares (See Item 5)
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
- 92,610,376 A Shares and 9,063,146,442 L Shares (See Item 5)
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
- 21.1% of A Shares and 58.97% of L Shares (See Item 5)
- 14 TYPE OF REPORTING PERSON*
- IN

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- 1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
- 2 Carso Global Telecom, S.A. de C.V.
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
- (a)
- (b)
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS*
- AF and WC (See Item 3)
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION
- México
- | | | |
|-----------------------|----|--------------------------|
| NUMBER OF SHARES | 7 | SOLE VOTING POWER |
| BENEFICIALLY OWNED BY | 8 | SHARED VOTING POWER |
| EACH REPORTING PERSON | 9 | SOLE DISPOSITIVE POWER |
| WITH | 10 | SHARED DISPOSITIVE POWER |
- 91,994,660 A Shares and 8,915,137,708 L Shares (See Item 5)
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
- 91,994,660 A Shares and 8,915,137,708 L Shares (See Item 5)
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
- 21.0% of A Shares and 58.35% of L Shares (See Item 5)
- 14 TYPE OF REPORTING PERSON*
- HC

*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 879403780 L Share ADSs
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- 1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
- 2 Grupo Financiero Inbursa, S.A. de C.V.
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
- (a)
- (b)
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS*
- WC and AF (See Item 3)
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION
- México
- | | | |
|----------------------------|----|--|
| NUMBER OF SHARES | 7 | SOLE VOTING POWER |
| BENEFICIALLY OWNED BY | 8 | SHARED VOTING POWER |
| EACH REPORTING PERSON WITH | 9 | 615,716 A Shares and 146,633,212 L Shares (See Item 5)
SOLE DISPOSITIVE POWER |
| | 10 | SHARED DISPOSITIVE POWER |
| | | 615,716 A Shares and 146,633,212 L Shares (See Item 5) |
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
- 615,716 A Shares and 146,633,212 L Shares (See Item 5)
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
- 0.1% of A Shares and 0.96% of L Shares (See Item 5)
- 14 TYPE OF REPORTING PERSON*
- HC

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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879403400 A Share ADSs

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- 1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
- 2 Trust No. F/0008 (the Telmex Trust)
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
- (a)
- (b)
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS*
- WC (See Item 3)
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION
- México
- | | | |
|-----------------------|----|---|
| NUMBER OF SHARES | 7 | SOLE VOTING POWER |
| | | 49,600 A Shares and 225,245,840 L Shares (See Item 5) |
| BENEFICIALLY OWNED BY | 8 | SHARED VOTING POWER |
| EACH REPORTING PERSON | 9 | SOLE DISPOSITIVE POWER |
| WITH | 10 | SHARED DISPOSITIVE POWER |
| | | 49,600 A Shares and 225,245,840 L Shares (See Item 5) |
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
- 49,600 A Shares and 225,245,840 L Shares (See Item 5)
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
- 0.0% of A Shares and 1.47% of L Shares (See Item 5)
- 14 TYPE OF REPORTING PERSON*
- EP

*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 879403780 L Share ADSs
879403400 A Share ADSs

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- 1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
- Trust No. F/0395 (the Telnor Trust)
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
- (a)
- (b)
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS*
- WC (See Item 3)
5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION
- México
NUMBER OF SHARES 7 SOLE VOTING POWER
- BENEFICIALLY OWNED BY 8 4,770,000 L Shares (See Item 5)
SHARED VOTING POWER
- EACH REPORTING PERSON 9 SOLE DISPOSITIVE POWER
- WITH 10 4,770,000 L Shares (See Item 5)
SHARED DISPOSITIVE POWER
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
- 4,770,000 L Shares (See Item 5)
12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
- 0.03% of L Shares (See Item 5)
14 TYPE OF REPORTING PERSON*
- EP

*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 879403780 L Share ADSs
879403400 A Share ADSs

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- 1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
- 2 Fundación Telmex, A.C. (Fundación Telmex)
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
- (a)
- (b)
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS*
- WC (See Item 3)
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION
- México
- | | | |
|-----------------------|----|----------------------------------|
| NUMBER OF SHARES | 7 | SOLE VOTING POWER |
| | | 44,138,700 L Shares (See Item 5) |
| BENEFICIALLY OWNED BY | 8 | SHARED VOTING POWER |
| EACH REPORTING PERSON | 9 | SOLE DISPOSITIVE POWER |
| WITH | 10 | SHARED DISPOSITIVE POWER |
| | | 44,138,700 L Shares (See Item 5) |
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
- 44,138,700 L Shares (See Item 5)
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
- 0.29% of L Shares (See Item 5)
- 14 TYPE OF REPORTING PERSON*
- PN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 879403780 L Share ADSs
879403400 A Share ADSs

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- 1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
- 2 Fundación Carso, A.C. (Fundación Carso)
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
- (a)
- (b)
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS*
- WC (See Item 3)
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION
- México
- | | | |
|-----------------------|----|----------------------------------|
| NUMBER OF SHARES | 7 | SOLE VOTING POWER |
| | | 22,500,000 L Shares (See Item 5) |
| BENEFICIALLY OWNED BY | 8 | SHARED VOTING POWER |
| EACH REPORTING PERSON | 9 | SOLE DISPOSITIVE POWER |
| WITH | 10 | SHARED DISPOSITIVE POWER |
| | | 22,500,000 L Shares (See Item 5) |
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
- 22,500,000 L Shares (See Item 5)
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
- 0.15% of L Shares (See Item 5)
- 14 TYPE OF REPORTING PERSON*
- PN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 879403780 L Share ADSs
879403400 A Share ADSs

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Item 1. Security and Issuer.

This Amendment No. 35 (the Thirty-Fifth Amendment) amends the initial Schedule 13D (the Schedule 13D) filed with the Securities and Exchange Commission (the Commission), as subsequently amended, by the Reporting Persons (as defined below), with respect to the L Shares and A Shares of Teléfonos de México, S.A. de C.V. (the Issuer). Capitalized terms used but not otherwise defined in this Thirty-Fifth Amendment have the meanings ascribed to such terms in the Schedule 13D, as amended.

Item 3. Source and Amount of Funds or Other Consideration.

The aggregate amount of funds required to purchase the 1,500,000 L Shares purchased by CGT since April 10, 2007 was U.S.\$2,654,408. The funds used to purchase these shares were obtained from the working capital of CGT.

The aggregate amount of funds required to purchase the 32,731,500 L Shares purchased by GFI through subsidiaries it controls since April 10, 2007 was U.S. \$63,236,363. The funds used to purchase these shares were obtained from the working capital of GFI.

The aggregate amount of funds required to purchase the 2,638,700 L Shares purchased by Fundación Telmex since April 10, 2007 was U.S. \$4,460,062. The funds used to purchase these shares were obtained from the working capital of Fundación Telmex.

Item 5. Interest in Securities of the Issuer.

(a) The Reporting Persons have, as of September 24, 2007, the following interests in the A Shares and L Shares:

	A Shares ⁽¹⁾		L Shares ⁽²⁾	
	Number	% of Class	Number	% of Class
Carlos Slim Helú ⁽³⁾	92,690,376	21.2%	9,061,970,920	58.96%
Carlos Slim Domit ⁽⁴⁾	92,610,376	21.1%	9,061,787,184	58.96%
Marco Antonio Slim Domit ⁽⁵⁾	92,610,376	21.1%	9,061,787,184	58.96%
Patrick Slim Domit ⁽⁶⁾	92,610,376	21.1%	9,062,819,458	58.96%
María Soumaya Slim Domit ⁽⁷⁾	92,610,376	21.1%	9,061,787,188	58.96%
Vanessa Paola Slim Domit ⁽⁸⁾	92,610,376	21.1%	9,064,887,188	58.98%
Johanna Monique Slim Domit ⁽⁹⁾	92,610,376	21.1%	9,063,146,442	58.97%
CGT ⁽¹⁰⁾	91,994,660	21.0%	8,915,137,708	58.35%
GFI ⁽¹¹⁾	615,716	0.1%	146,633,212	0.96%
Telmex Trust ⁽¹²⁾	49,600	0.0%	225,245,840	1.47%
Telnor Trust			4,770,000	0.03%
Fundación Telmex			44,138,700	0.29%
Fundación Carso			22,500,000	0.15%

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- (1) Based upon 438,124,268 A Shares outstanding as of September 24, 2007, as reported by the Mexican Stock Exchange. Includes A Shares held in the form of A Share ADSs.
- (2) Based upon 11,092,071,520 L Shares outstanding as of September 24, 2007, as reported by the Mexican Stock Exchange. The total number of L Shares outstanding also includes L Shares held in the form of L Share ADSs. In addition, other than in the case of GFI, the Telmex Trust, the Telnor Trust, Fundación Telmex and Fundación Carso, L Share totals and percentages assume that all of the A Shares held by the Reporting Persons and 4,185,637,708 AA Shares held by CGT, which may be deemed to be beneficially owned by the Slim Family, have been converted into L Shares. In accordance with the restrictions set forth in Item 4 of the Schedule 13D filed by the Reporting Persons on February 20, 2004, the maximum number of AA Shares that could, as of the date hereof, be converted to L Shares is 4,185,637,708.
- (3) Includes 80,000 A Shares and 200,000 L Shares (assuming conversion of the 80,000 A Shares) owned directly by Carlos Slim Helú, as well as A Shares and L Shares beneficially owned through GFI and CGT by trusts for the benefit of the Slim Family (the Family Shares).
- (4) Includes 16,264 L Shares owned directly by Carlos Slim Domit, as well as the Family Shares.
- (5) Includes 16,264 L Shares owned directly by Marco Antonio Slim Domit, as well as the Family Shares.
- (6) Includes 1,048,538 L Shares owned directly by Patrick Slim Domit, as well as the Family Shares.
- (7) Includes 16,268 L Shares owned directly by María Soumaya Slim Domit, as well as the Family Shares.
- (8) Includes 3,116,268 L Shares owned directly by Vanessa Paola Slim Domit and her spouse, as well as the Family Shares.
- (9) Includes 1,375,522 L Shares owned directly by Johanna Monique Slim Domit and her spouse, as well as the Family Shares.
- (10) Includes A Shares and L Shares owned directly by CGT, as well as A Shares and L Shares beneficially owned through its wholly-owned subsidiaries.
- (11) Includes A Shares and L Shares owned directly by GFI, as well as A Shares and L Shares beneficially owned through wholly-owned subsidiaries it controls or other entities that may be deemed to be controlled by the Slim Family.
- (b) Because the Slim Family may be deemed to control, directly or indirectly, each of CGT, GFI and the Issuer, the Slim Family may be deemed to share the power to vote or dispose of, or to direct the voting or disposition of, any A Shares or L Shares controlled by such persons (including those beneficially owned by the Telmex Trust, the Telnor Trust, Fundación Telmex and Fundación Carso). Except as otherwise disclosed herein, none of the Reporting Persons shares voting or disposition power with respect to any of the A Shares or L Shares owned by the Reporting Persons.
- (c) All transactions in A Shares and L Shares effected by the Reporting Persons from July 26, 2007 until September 24, 2007, are listed in Schedule I.
- (d) All A Shares and L Shares owned by trusts for the benefit of the Slim Family may be deemed to be beneficially owned by each member of the Slim Family that is a beneficiary of such trusts. Thus, beneficial ownership of A Shares and L Shares may be deemed to be shared by each member of the Slim Family. Because the Slim Family may be deemed to control, directly or indirectly, each of CGT, GFI and the Issuer, the Slim Family may be deemed to have the right to receive or the power to direct the receipt of dividends from, or the proceeds of the sale of, any A Shares or L Shares controlled by such persons (including the Telmex Trust, the Telnor Trust, Fundación Telmex and Fundación Carso). Except as disclosed herein, no person other than the Reporting Persons has or will have any right to receive or the power to direct the receipt of dividends from, or the proceeds of the sale of, A Shares or L Shares owned by the Reporting Persons.

(e) Not applicable.

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

CGT has entered into Forward Share Purchase Transactions pursuant to which it is obligated to buy L Shares (in the form of L Shares ADSs) from a counterparty on the terms specified below. The L Shares that are the subject of each contract listed below were sold to the counterparty at the inception of such contract, but for the purposes of this Statement are treated as beneficially owned by CGT. During the time that the shares are held by the counterparty, CGT pays interest to the counterparty on an amount equal to the total purchase price.

<u>Counterparty</u>	<u>Expiration Date</u>	<u>Number of L Shares</u>	<u>Purchase Price per L Share</u>	<u>Interest Rate</u>
Dresdner Bank A.G.	February 4, 2008	131,492,440	\$.7605	LIBOR + 0.875%
Dresdner Bank A.G.	March 27, 2008	135,318,000	\$.739	LIBOR + 0.875%
JP Morgan Chase Bank, N.A.	August 11, 2010	256,986,840	\$.7785	