

INFONET SERVICES CORP

Form 4

March 01, 2005

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
BT GROUP PLC

(Last) (First) (Middle)

BT CENTRE, 81 NEWGATE  
STREET

(Street)

LONDON, X0 EC1A 7AJ

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

INFONET SERVICES CORP [IN]

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

02/25/2005

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

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

**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 Beneficial Ownership (Instr. 4)		
			Code	V	Amount (A) or (D)	Price			
Class A Common Stock	02/25/2005		J <sup>(1)</sup>		0 <sup>(1)</sup>	A \$ 0 <sup>(1)</sup>	0 <sup>(1)</sup>	I <sup>(1)</sup>	See Footnote <sup>(1)</sup>
Class B Common Stock	02/25/2005		J <sup>(1)</sup>		0 <sup>(1)</sup>	A \$ 0 <sup>(1)</sup>	0 <sup>(1)</sup>	I <sup>(1)</sup>	See Footnote <sup>(1)</sup>

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
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SEC 1474  
(9-02)

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**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. Nu Deriv Secur Benef Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
BT GROUP PLC BT CENTRE 81 NEWGATE STREET LONDON, X0 EC1A 7AJ	X
BRITISH TELECOMMUNICATIONS PLC /ADR BT CENTRE 81 NEWGATE STREET LONDON, ENGLAND EC1A 7AJ	X

## Signatures

/s/ LAURENCE STONE, SECRETARY, BT  
GROUP PLC 03/29/2005

\_\_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) ALL OF INFONET SERVICES CORPORATION'S ISSUED AND OUTSTANDING SHARES OF COMMON STOCK WERE CANCELLED IN A MERGER OF A WHOLLY OWNED SUBSIDIARY OF BT GROUP PLC INTO INFONET SERVICES CORPORATION ON FEBRUARY 25, 2005. EACH ISSUED AND OUTSTANDING SHARE OF INFONET SERVICES CORPORATION COMMON STOCK NOT OWNED BY BRITISH TELECOMMUNICATIONS PLC, THE MERGER SUBSIDIARY OR INFONET SERVICES CORPORATION, OTHER THAN THE APPRAISAL SHARES (AS DEFINED IN THE MERGER AGREEMENT), WAS CONVERTED INTO THE RIGHT TO RECEIVE \$2.06 IN CASH, WITHOUT INTEREST. INFONET SERVICES CORPORATION IS A WHOLLY OWNED SUBSIDIARY OF BT UNITED STATES L.L.C., WHICH IS A WHOLLY OWNED SUBSIDIARY OF BRITISH TELECOMMUNICATIONS PLC. BRITISH TELECOMMUNICATIONS PLC IS A WHOLLY OWNED SUBSIDIARY OF BT GROUP PLC. BT GROUP PLC AND BRITISH TELECOMMUNICATIONS PLC ARE INDIRECT BENEFICIAL OWNERS OF ALL SHARES OF INFONET SERVICES CORPORATION.

**Remarks:**

EXHIBIT LIST -

**EXHIBIT 99 - JOINT FILER INFORMATION**

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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