PORTUGAL TELECOM SGPS SA Form SC TO-C October 30, 2006

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

SCHEDULE TO (RULE 14d-100)

Tender Offer Statement Under Section 14(d)(1) or 13(e)(1) of the Securities Exchange Act of 1934

PORTUGAL TELECOM, SGPS, S.A. (Name Of Subject Company (Issuer))

SONAE, SGPS, S.A. SONAECOM, SGPS, S.A.

(Names of Filing Persons (Offerors))

ORDINARY SHARES AMERICAN DEPOSITARY SHARES (Title of Class of Securities)

(Title of Class of Securities)

Ordinary Shares (ISIN: PTPTC0AM0009) American Depositary Shares (CUSIP: 737273102) (CUSIP Number of Class of Securities)

Andre Sousa Sonae, SGPS, S.A. Luisa Ferriera Sonaecom, SGPS, S.A.

Lugar do Espido, Via Norte 4471-909 Maia, Portugal Tel: +351220121717 Rua Henrique PousAo, 432 4460-481 Senhora da Hora, Portugal Tel: +351229572270

(Name, address and telephone numbers of person authorized to receive notices and communications on behalf of filing persons)

Edgar Filing: PORTUGAL TELECOM SGPS SA - Form SC TO-C

CALCULATION OF FILING FEE

Transaction Valuation(1) Amount of Filing Fee(1)

Not Applicable Not Applicable

(I) No filing fee is required pursuant to General Instruction D of Schedule TO.

"Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the

offsetting fee was previously processed and the date of its fill	id. Identify the previous filing by registration statement number, or the Form or ng.
Amount Previously Paid:	Filing Party:
Form or Registration No.:	Date Filed:
x Check the box if the filing relations offer:	es solely to preliminary communications made before the commencement of a tender
Check the appropriate boxes be	ow to designate any transactions to which the statement relates:
x	third-party tender offer subject to Rule 14d-1.
	issuer tender offer subject to Rule 13e-4.
	going-private transaction subject to Rule 13e-3.
Check the following box if the	ling is a final amendment reporting the results of the tender offer: o

2

Edgar Filing: PORTUGAL TELECOM SGPS SA - Form SC TO-C

TABLE OF CONTENTS

Item 12: EXHIBITS

(a)(5)(i) Earnings announcement released on October 30, 2006 relating to the unaudited financial results of Sonaecom, SGPS, S.A. for Q3 2006.

3