

PHILIPPINE LONG DISTANCE TELEPHONE CO
Form 6-K
June 08, 2004

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 6 -K

REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO RULE 13a-16 or 15d-16 OF
THE SECURITIES EXCHANGE ACT OF 1934

Report on Form 6-K dated June 8, 2004

(Commission File No. 1-15024)

PHILIPPINE LONG DISTANCE TELEPHONE COMPANY

(Name of Registrant)

Ramon Cojuangco Building

Makati Avenue, Makati City

Philippines 0721

(Address of Principal Executive Officers)

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Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F:

Form 20-F: y Form 40-F: o

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101 (b) (1):

Yes: o No: y

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101 (b) (7):

Yes: o No: y

Indicate by check mark whether the registrant by furnishing the information contained in this form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934:

Yes: o No: y

Enclosure:

A copy of the disclosure letter we sent today to the Philippine Stock Exchange and the Securities and Exchange Commission with respect to certain discloseable events/information.

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Security Code # CM-040

June 8, 2004

Philippine Stock Exchange

Philippine Stock Exchange Center

Exchange Road, Ortigas Center

Pasig City

Attention: Ms. Jurisita M. Quintos

Senior Vice President__

Gentlemen:

In compliance with Section 17.1 (b) of the Securities Regulation Code, we submit herewith a copy of a Current Report with respect to certain discloseable events/information.

This shall serve as the disclosure letter for the purpose of complying with PSE Revised Disclosure Rules.

Very truly yours,

PHILIPPINE LONG DISTANCE TELEPHONE COMPANY

MA. LOURDES C. RAUSA-CHAN

Corporate Secretary

June 8, 2004

Securities and Exchange Commission

SEC Building

EDSA, Mandaluyong City

Attention: Atty. Justina F. Callangan

Director, Corporate Finance Dept.

Gentlemen:

In accordance with Section 17.1 (b) of the Securities Regulation Code, we submit herewith five (5) copies of a Current Report with respect to certain discloseable events/information.

Thank you.

Very truly yours,

PHILIPPINE LONG DISTANCE TELEPHONE COMPANY

MA. LOURDES C. RAUSA-CHAN

Corporate Secretary

COVER SHEET

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S.E.C. Registration No.

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TELEPHONE COMPANY

(Company's Full Name)

RAMON C OJUANGCO BLDG.

MAKATI AVE. MAKATI CITY

(Business Address: No. Street City/Town/Province)

ATTY. MA. LOURDES C. RAUSA-CHAN | 814-3552

Contact Person Company Telephone Number

| | | | | | | |
|---|---|---|---|----------------------------|----|-----------------------|
| 1 | 2 | 3 | 1 | CURRENT REPORT UNDER THE | 06 | Every 2 nd |
| 1 | 2 | 3 | 1 | SECURITIES REGULATION CODE | 06 | Tuesday |

Month Day FORM TYPE Month Day Fiscal Year

Annual Meeting

CFD N/A

Dept. Requiring this Doc. Amended Articles

Number/Section

Total Amount of Borrowings

| | | |
|---------------------|-----|-----|
| 2,205,655 | N/A | |
| As of April 9, 2004 | N/A | N/A |

Total No. of Stockholders Domestic Foreign

To be accomplished by SEC Personnel concerned



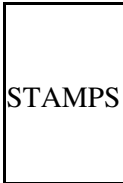
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SECURITIES AND EXCHANGE COMMISSION

CURRENT REPORT UNDER SECTION 17

OF THE SECURITIES REGULATION CODE

1. June 8, 2004 _____

Date of Report (Date of earliest event reported)

2. SEC Identification Number PW-55 3. BIR Tax Identification No. 000-488-793

4. Philippine Long Distance Telephone Company _____

Exact name of registrant as specified in its charter

5. Philippines _____ 6. (SEC Use Only)

Province, country or other jurisdiction or Industry Classification Code:

Incorporation

7. Makati Avenue, Makati City, Philippines _____

Address of principal office Postal Code

8. (632) 814-3664 _____

Registrant's telephone number, including area code

9. Not Applicable _____

Former name or former address, if changed since last report

10. Securities registered pursuant to Sections 8 and 12 of the Securities Regulation Code

Title of Each Class Number of Shares of Common Stock

Outstanding and Amount of Debt Outstanding

11. Indicate the item numbers reported herein: _____

We disclose that at the Annual Meeting of Stockholders of the Company held on June 8, 2004, the following persons were elected as directors of the Company for the ensuing corporate year:

- Antonio O. Cojuangco Albert F. del Rosario
- Helen Y. Dee Pedro E. Roxas
- Ray C. Espinosa Juan B. Santos
- Napoleon L. Nazareno Teresita T. Sy
- Bienvenido F. Nebres Mitsuhiro Takase

Manuel V. Pangilinan Shigeru Yoshida

Corazon S. de la Paz

At least four (4) of the elected directors namely, Rev. Fr. Bienvenido F. Nebres, S.J., Mr. Pedro E. Roxas, Mr. Juan B. Santos and Ms. Teresita T. Sy are independent directors who are not officers or employees of the Company or any of its subsidiaries, and do not have a relationship with the Company or any of its subsidiaries which could, or could be reasonably perceived to, materially interfere with the exercise of independent judgment in carrying out their responsibilities as directors.

At the meeting of the Board of Directors of the Company that immediately followed the adjournment of the said Annual Meeting of Stockholders, the following persons were elected to the positions indicated opposite their respective names:

| NAME | POSITION |
|-----------------------------|---|
| Manuel V. Pangilinan | Chairman of the Board |
| Napoleon L. Nazareno | President & CEO |
| Maria Lourdes C. Rausa-Chan | Senior Vice President, Corporate Secretary and General Counsel |
| Anabelle L. Chua | Senior Vice President and Treasurer |
| George N. Lim | Senior Vice President |
| Claro Carmelo P. Ramirez | Senior Vice President |
| Victorico P. Vargas | Senior Vice President |
| Rosalie R. Montenegro | Senior Vice President |
| Ariel A. Roda | Senior Vice President |
| Alfredo S. Panlilio | Senior Vice President |
| Ernesto R. Alberto | Senior Vice President |
| Jun R. Florencio | First Vice President and Audit and Assurance Head |

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| | |
|---------------------------|--|
| Celso T. Dimarucut | First Vice President and Controller |
| Florentino D. Mabasa, Jr. | First Vice President, Assistant Corporate Secretary and Acting Corporate Governance Compliance Officer |
| Eriberto B. Gesalta | First Vice President |
| Ramon B. Rivera, Jr. | First Vice President |
| Eugenio F. Garcia | First Vice President |
| Emiliano R. Tanchico, Jr. | First Vice President |
| Ricardo M. Sison | First Vice President |
| Jesus C. Pasicolan | First Vice President |
| Miguela F. Villanueva | First Vice President |
| Cesar M. Enriquez | First Vice President |
| Menardo G. Jimenez, Jr. | First Vice President |
| Raymond S. Relucio | First Vice President |
| Erlinda S. Kabigting | Vice President |
| Alfredo B. Carrera | Vice President |
| Mario C. Encarnacion | Vice President |
| Ma. Luz Natividad A. Lim | Vice President |
| Ramon Alger P. Obias | Vice President |
| Jesus M. Tañedo | Vice President |
| Richard H. Pratte | Vice President |
| Leo I. Posadas | Vice President |
| Nerissa S. Ramos | Vice President |

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| | |
|------------------------------|----------------|
| Ricardo C. Rodriguez | Vice President |
| Arnel S. Crisostomo | Vice President |
| Rebecca Jeanine R. De Guzman | Vice President |
| Jose Antonio T. Valdez | Vice President |
| Emeraldo L. Hernandez | Vice President |
| Joseph Nelson M. Ladaban | Vice President |

Also at the same meeting:

(1) The following were appointed members of the Advisory Board/Committee:

Amado S. Bagatsing

Oscar S. Reyes

Roberto R. Romulo

Benny S. Santoso

Christopher H. Young

Ricardo R. Zarate

(2) The following were appointed Chairmen and Members of the Audit Committee, Executive Compensation Committee, Nomination Committee and Finance Committee:

Audit Committee

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Rev. Fr. Bienvenido F. Nebres, S.J., Chairman

Pedro E. Roxas, Member

Juan B. Santos, Member

Corazon S. de la Paz, Advisor

Roberto R. Romulo, Advisor

Shigeru Yoshida, Advisor

Executive Compensation Committee

Albert F. del Rosario, Chairman

Ray C. Espinosa, Member

Pedro E. Roxas, Member

Oscar S. Reyes, Member

Shigeru Yoshida, Advisor

Nomination Committee

Rev. Fr. Bienvenido F. Nebres, Chairman

Pedro E. Roxas, Voting Member

Juan B. Santos, Voting Member

Victorico P. Vargas, Non-voting Member

Finance Committee

Corazon S. dela Paz, Chairman

Antonio O. Cojuangco, Member

Teresita T. Sy, Member

Amado S. Bagatsing, Member

Christopher H. Young, Member

Mitsuhiro Takase, Advisor

The Chairman (Rev. Fr. F. Nebres, S.J.) and two (2) members (Messrs. Pedro E. Roxas and Juan B. Santos) of the Audit Committee and Nomination Committee are Independent Directors. At least one (1) member (Mr. Pedro E. Roxas) of the Executive Compensation Committee is an Independent Director. At least one (1) member (Ms. Teresita T. Sy) of the Finance Committee is an Independent Director.

(3) Sycip Gorres Velayo & Co. was appointed as the Company's independent auditors to audit the financial statements of the Company for the fiscal year 2004.

Pursuant to the requirements of the Securities Regulation Code, the Company has duly caused this Report to be signed on its behalf by the undersigned hereunto duly authorized.

PHILIPPINE LONG DISTANCE

TELEPHONE COMPANY

By:

MA. LOURDES C. RAUSA-CHAN

Corporate Secretary

June 8, 2004

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

PHILIPPINE LONG DISTANCE TELEPHONE COMPANY

By: MA. LOURDES C. RAUSA-CHAN

Corporate Secretary

Date: June 8, 2004

