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AES CORPORATION  
Form SC 13D/A  
November 08, 2001

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549  
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SCHEDULE 13D/A  
(RULE 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO  
13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2(a)

(Amendment No. 4)

COMPANIA ANONIMA NACIONAL TELEFONOS DE VENEZUELA (CANTV)  
-----

(Name of Issuer)

NATIONAL TELEPHONE COMPANY OF VENEZUELA (CANTV)  
-----

(Translation of Name of Issuer Into English)

Class D Common Shares,  
Nominal Value Bs. 36.90182224915 Per Share (the "Class D Shares")  
American Depositary Shares, Each Representing  
Seven Class D Shares (the "ADSs")  
-----

(Title of Class of Securities)

P3055Q103 (Class D Shares); 204421101 (ADSs)  
-----

(CUSIP Number)

Barry J. Sharp, Senior Vice President and Chief Financial Officer,  
The AES Corporation 1001 North 19th Street Arlington, Virginia 22209,  
Tel: (703) 522-1315

Copy to:

Michael E. Gizang, Skadden, Arps, Slate, Meagher & Flom LLP  
Four Times Square, New York, NY 10036, Tel: (212) 735-2704  
-----

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

November 7, 2001  
-----

(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 which is the subject of this Schedule 13D, and is  
filing this schedule because of Rule 13d-1(e), 13d(f) or 13d-1(g), check the  
following box [ ]

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CUSIP NO. P3055Q103 (Class D Shares) 13D PAGE 2  
204421101 (ADSs)

1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
The AES Corporation

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [ ]  
(b) [ ]

3 SEC USE ONLY

4 SOURCE OF FUNDS  
OO, AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT  
TO ITEM 2(d) or 2(e) [ ]

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
State of Delaware

7 SOLE VOTING POWER Class D Shares: 64,000,524  
ADSs: 1,000

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
REPORTING  
PERSON WITH

8 SHARED VOTING POWER Class D Shares: None  
ADSs: None

9 SOLE DISPOSITIVE POWER Class D Shares: 64,000,524  
ADSs: 1,000

10 SHARED DISPOSITIVE POWER Class D Shares: None  
ADSs: None

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
Class D Shares: 64,000,524  
ADSs: 1,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES [ ]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
  
13.6% (the 64,000,524 Class D Shares and 1,000 ADSs represent  
approximately 13.6% of the total Class D Shares outstanding  
(including Class D Shares represented by ADSs)). See Item 5.

14 TYPE OF REPORTING PERSON  
HC

CUSIP NO. P3055Q103 (Class D Shares) 13D PAGE 3  
204421101 (ADSs)

1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
AES Channon Holdings B.V.

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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [ ]  
(b) [ ]

3 SEC USE ONLY

4 SOURCE OF FUNDS  
OO, AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT  
TO ITEM 2(d) or 2(e) [ ]

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
The Netherlands

7 SOLE VOTING POWER Class D Shares: 64,000,524  
ADSs: 1,000

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
REPORTING  
PERSON WITH

8 SHARED VOTING POWER Class D Shares: None  
ADSs: None

9 SOLE DISPOSITIVE POWER Class D Shares: 64,000,524  
ADSs: 1,000

10 SHARED DISPOSITIVE POWER Class D Shares: None  
ADSs: None

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
Class D Shares: 64,000,524  
ADSs: 1,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES [ ]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
13.6% (the 64,000,524 Class D Shares and 1,000 ADSs represent  
approximately 13.6% of the total Class D Shares outstanding  
(including Class D Shares represented by ADSs)). See Item 5.

14 TYPE OF REPORTING PERSON  
CO

CUSIP NO. P3055Q103 (Class D Shares) 13D PAGE 4  
204421101 (ADSs)

1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
Corporacion EDC, C.A.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [ ]  
(b) [ ]

3 SEC USE ONLY

4 SOURCE OF FUNDS  
OO, WC

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5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) [ ]

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Venezuela

NUMBER OF SHARES BENEFICIALLY OWNED BY REPORTING PERSON WITH	7	SOLE VOTING POWER	Class D Shares: 64,000,524 ADSs: 1,000
	8	SHARED VOTING POWER	Class D Shares: None ADSs: None
	9	SOLE DISPOSITIVE POWER	Class D Shares: 64,000,524 ADSs: 1,000
	10	SHARED DISPOSITIVE POWER	Class D Shares: None ADSs: None

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
Class D Shares: 64,000,524  
ADSs: 1,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES [ ]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
  
13.6% (the 64,000,524 Class D Shares and 1,000 ADSs represent approximately 13.6% of the total Class D Shares outstanding (including Class D Shares represented by ADSs)). See Item 5.

14 TYPE OF REPORTING PERSON  
CO

CUSIP NO. P3055Q103 (Class D Shares) 13D PAGE 5  
204421101 (ADSs)

1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
Inversiones Inxtel, C.A.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [ ]  
(b) [ ]

3 SEC USE ONLY

4 SOURCE OF FUNDS  
OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) [ ]

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Venezuela

7 SOLE VOTING POWER Class D Shares: 63,999,524

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			ADSs: None
NUMBER OF SHARES BENEFICIALLY OWNED BY REPORTING PERSON WITH	-----		
	8	SHARED VOTING POWER	Class D Shares: None ADSs: None
	-----		
	9	SOLE DISPOSITIVE POWER	Class D Shares: 63,999,524 ADSs: None
	-----		
	10	SHARED DISPOSITIVE POWER	Class D Shares: None ADSs: None

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
Class D Shares: 63,999,524  
ADSs: None

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES [ ]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
  
13.6% (the 63,999,524 Class D Shares represent approximately 13.6% of the total Class D Shares outstanding (including Class D Shares represented by ADSs)). See Item 5.

14 TYPE OF REPORTING PERSON  
CO

CUSIP NO. P3055Q103 (Class D Shares) 13D PAGE 6  
204421101 (ADSs)

1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
AES Comunicaciones de Venezuela, C.A.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [ ]  
(b) [ ]

3 SEC USE ONLY

4 SOURCE OF FUNDS  
OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) [ ]

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Venezuela

	7	SOLE VOTING POWER	Class D Shares: 1,000 ADSs: 1,000
NUMBER OF SHARES BENEFICIALLY OWNED BY REPORTING PERSON WITH	-----		
	8	SHARED VOTING POWER	Class D Shares: None ADSs: None
	-----		
	9	SOLE DISPOSITIVE POWER	Class D Shares: 1,000 ADSs: 1,000

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10 SHARED DISPOSITIVE POWER Class D Shares: None  
ADSs: None

-----  
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
Class D Shares: 1,000  
ADSs: 1,000  
-----  
12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES [ ]  
CERTAIN SHARES  
-----  
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
  
Less than 0.1% (the 1,000 Class D Shares and 1,000 ADSs represent  
less than 0.1% of the total Class D Shares outstanding (including  
Class D Shares represented by ADSs)). See Item 5.  
-----  
14 TYPE OF REPORTING PERSON  
CO  
-----

This Amendment No. 4 to Schedule 13D ("Amendment No. 4") amends and supplements the statement on Schedule 13D originally filed on July 3, 2001 with the Securities and Exchange Commission (the "SEC") by The AES Corporation ("AES"), AES Channon Holdings B.V., Corporacion EDC, C.A., Inversiones Inxetel, C.A., Servicios EDC, C.A. and Inversiones Onapo, C.A., as amended and supplemented prior to the date hereof (the "Schedule 13D").

Capitalized terms used herein and not otherwise defined herein shall have the meanings ascribed to them in the Schedule 13D.

ITEM 4. PURPOSE OF TRANSACTION.

Item 4 of the Schedule 13D is hereby amended and supplemented by adding the following paragraph:

On November 7, 2001, AES issued a press release announcing that the tender offers to purchase shares and ADSs of the Issuer commenced by AES Comunicaciones de Venezuela, C.A. on September 25, 2001 were terminated. The press release is filed as an Exhibit 1.9 hereto and incorporated herein by reference.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

Item 5 of the Schedule 13D is hereby amended and supplemented by adding the following paragraph:

According to the Issuer's statement on Schedule TO filed with the SEC on October 24, 2001, as of October 17, 2001, the Issuer had 926,037,385 shares of capital stock outstanding, of which approximately 407,300,610 were Class D Shares (including Class D Shares represented by ADSs), excluding the Inxetel Class D Shares. The Reporting Persons believe that the Inxetel Class D Shares are Class D Shares; however, to date, the Issuer has treated the Inxetel Class D Shares as Class A Shares of the Issuer. Treating the Inxetel Class D Shares as Class D Shares, the total number of Class D Shares outstanding (assuming no change in the number of Class D Shares outstanding since October 17, 2001) is 471,300,134 and the 64,000,524 Class D Shares and 1,000 ADSs beneficially owned by AES represent approximately 13.6% of the total Class D Shares outstanding (including Class D Shares represented by ADSs).

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ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

Item 7 of the Schedule 13D is hereby amended and supplemented by adding the following exhibit:

Exhibit No. -----	Description -----
1.9	Press Release issued November 7, 2001.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Amendment to Schedule 13D is true, complete and correct.

The AES Corporation

By: /s/ Paul Hanrahan

-----  
Name: Paul Hanrahan  
Title: Executive Vice  
President

Date: November 7, 2001

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Amendment to Schedule 13D is true, complete and correct.

AES Channon Holdings B.V.

By: /s/ Steven P. Clancy

-----  
Name: Steven P. Clancy  
Title: Director

Date: November 7, 2001

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Amendment to Schedule 13D is

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true, complete and correct.

Corporacion EDC, C.A.

By: /s/ Paul Hanrahan

-----  
Name: Paul Hanrahan

Title: Director

Date: November 7, 2001

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Amendment to Schedule 13D is true, complete and correct.

Inversiones Inextel, C.A.

By: /s/ Steven P. Clancy

-----  
Name: Steven P. Clancy

Title: Director

Date: November 7, 2001

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Amendment to Schedule 13D is true, complete and correct.

AES Comunicaciones de Venezuela, C.A

By: /s/ Paul Hanrahan

-----  
Name: Paul Hanrahan

Title: Director

Date: November 7, 2001