

TURKCELL ILETISIM HIZMETLERI A S

Form 6-K

October 14, 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 October 14, 2004

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TURKCELL ILETISIM HIZMETLERI A.S.

Turkcell Plaza  
Mesrutiyet Caddesi No.153  
34430 Tepebasi  
Istanbul, Turkey

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(Address of Principal Executive Offices)

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:  Form 40-F:

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:  No:

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:  No:

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:  No:

Enclosures:

Statement made pursuant to Circular VIII, No: 39 of the Capital Markets Board.  
Subject: TURKCELL ANNOUNCEMENT ON YAPI KREDI BANK'S SHARE IN TURKCELL  
SHAREHOLDING STRUCTURE

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[TURKCELL logo]

TURKCELL ANNOUNCEMENT ON YAPI KREDI BANK'S SHARE IN TURKCELL  
SHAREHOLDING STURCTURE

Subject: Statement made pursuant to Circular VIII, No: 39 of the Capital  
Markets Board.

Istanbul Stock Exchange

ISTANBUL

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Special Subjects:

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Turkcell's announcement following Istanbul Stock Exchange's October 13, 2004 dated request according to the Circular VIII, No: 39 of the Capital Markets Board regulations is as follows.

Turkcell's shareholder Yapi Kredi Bankasi A.S. ("YKB") directly owns Turkcell shares with a nominal value of TL 42,807,402,352,000 and directly and indirectly owns Turkcell shares with a nominal value of TL193,368,081,110,100.

These nominal shares correspond to a direct ownership of 2.90% and total direct and indirect ownership of 13.11% in Turkcell.

Turkcell does not have any further information regarding the agreements dated January 31, 2003 and August 13, 2004 between Cukurova Group and Banking Regulation and Supervision Agency ("BRSA"), except for BRSA's announcements and Turkcell's announcements following its announcement dated February 3, 2003.

We hereby confirm that the above-mentioned explanations are furnished as per the provisions of the Communique Serial no VIII/39, that they reflect all information we have gathered so far, that they are in accordance with our corporate documents, that we have used all endeavours to collect the complete and true related information and that we assume the responsibility for this disclosure.

TURKCELL ILETISIM HIZMETLERI A.S.

Nihat Narin  
Investor Relations  
14.10.2004, 09:45

Elif Ates Ozpak Corporate Legal  
Affairs 14.10.2004, 09:45

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For further information please e-mail to investor.relations@turkcell.com.tr  
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or call Turkcell Investor Relations (+ 90 212 313 1888)

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SIGNATURES

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

TURKCELL ILETISIM HIZMETLERI A.S.

Date: October 14, 2004

By: /s/ MUZAFFER AKPINAR  
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Name: Muzaffer Akpinar  
Title: Chief Executive Officer