AES CORPORATION Form SC 13D/A December 10, 2001

SECURITIES AND EXCHANGE COMMISSION WASHINGTON, DC 20549

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. 6)

.

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)

December 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 [] $\,$

| | IP NO. E | | | G (Class D Shares) | 13D | PAGE 3 | | | | |
|---|---|--|-----|--|------------------------------------|------------|--|--|--|--|
| 1 | | IDEN | TIF | FING PERSONS ICATION NOS. OF ABOVE PERSONS ation | (ENTITIES ONLY) | | | | | |
| 2 | CHECK I | THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [] (b) [] | | | | | | | | |
| 3 | SEC USE | USE ONLY | | | | | | | | |
| 4 | SOURCE OF FUNDS OO, AF | | | | | | | | | |
| 5 | CHECK E | | | ISCLOSURE OF LEGAL PROCEEDING | S IS REQUIRED PUR | SUANT | | | | |
| 6 | CITIZEN State o | - | | PLACE OF ORGANIZATION are | | | | | | |
| | | | 7 | SOLE VOTING POWER | Class D Shares: ADSs: 785 | 50,255,189 | | | | |
| SHA | RES | | | SHARED VOTING POWER | Class D Shares: ADSs: None | None | | | | |
| OWN REP | BENEFICIALLY OWNED BY REPORTING PERSON WITH | | 9 | SOLE DISPOSITIVE POWER | Class D Shares: ADSs: 785 | 50,255,189 | | | | |
| PER | | | 10 | SHARED DISPOSITIVE POWER | Class D Shares: None ADSs: None | | | | | |
| 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORT Class D Shares: 50,255,189 ADSs: 785 | | | | BY EACH REPORTING | PERSON | | | | | |
| 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES | | | | | | s [] | | | | |
| 13 | | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) | | | | | | | | |
| 10.6% (the 50,255,189 Class D Shares and 785 ADSs represent approximately 10.6% of the total Class D Shares outstanding (including Class D Shares represented by ADSs)). See Item | | | | | | anding | | | | |
| 14 | 14 TYPE OF REPORTING PERSON HC | | | | | | | | | |

.....

| | NO.P3 | | 3 (Class D | Shares) | | | 13D | | | PAGE |
|---------------------------------|--------------------|------------|--|--|-----------|---------|-----------------|----------------|-------------------|---------|
| I | .R.S. | IDENTI | RTING PERS FICATION N oldings B. | OS. OF ABOVE | PERSONS | (ENTITI | ES ONLY) | | | |
| 2 C | HECK T | HE APP | ROPRIATE B | OX IF A MEMB | ER OF A G | ROUP | (a) (b) |] | - | |
| 3 S | EC USE | ONLY | | | | | | | | |
| | OURCE O, AF | OF FUN | DS | | | | | | | |
| | | | DISCLOSURE or 2(e) | OF LEGAL PR | OCEEDINGS | IS REQ | UIRED PUR | SUANT [| | |
| | CITIZEN The Net | | | ORGANIZATIO | N | | | | | |
| | | 7 | SOLE VC | TING POWER | | Class D | Shares: 785 | 50 , 2 | 55 , î | 189 |
| SHARE | | | SHARED | VOTING POWER | | Class D | Shares: None | None | | |
| BENEFICIALLY OWNED BY REPORTING | | 9 | SOLE DI | SPOSITIVE PO | | Class D | | 50 , 2 | 55 , 2 | L89 |
| PERSU | N WITH | 10 | SHARED | DISPOSITIVE | | Class D | | None | | |
| 11 | | | D Shares: | BENEFICIALL 50,255,189 | Y OWNED B | Y EACH | REPORTING | PERS | ON | |
| 12 | | | BOX IF THE | AGGREGATE A | MOUNT IN | ROW (11 |) EXCLUDE | S | | [] |
| 13 | : | PERCEN | T OF CLASS | REPRESENTED | BY AMOUN | T IN RO | W (11) | | | |
| | | approx | imately 10 | 5,189 Class .6% of the t D Shares re | otal Clas | s D Sha | res outst | andin | g | |
| 14 | | TYPE O | F REPORTIN | G PERSON | | | | | | |
| | | | | | | | | | | |
| | | | | | | | | | | |
| | NO. P | | 03 (Class | D Shares) | | | 13D | | | PAGE |
| 1 | I.R | .S. ID | REPORTING ENTIFICATI | ON NOS. OF A | BOVE PERS | ONS (EN | TITIES ON | LY) | | |
| 2 | | | | TE BOX IF A | MEMBER OF | A GROU | P (a) | | [|] |

| | | | (b) | [] | | | | |
|-------------------------------|------------------|--|------------|--------------------|--|--|--|--|
| 3 | SEC US | E ONLY | | | | | | |
| 4 | SOURCE 00, WC | OURCE OF FUNDS O, WC | | | | | | |
| 5 | | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) | | | | | | |
| 6 | CITIZE Venezu | NSHIP OR PLACE OF ORGANIZATION ela | | | | | | |
| | | 7 SOLE VOTING POWER Class D Shares ADSs: 785 | 50,25 | 5 , 189 | | | | |
| NUMBER SHARES | | 8 SHARED VOTING POWER Class D Shares ADSs: None | : None | | | | | |
| BENEFIC OWNED B REPORTI | Y NG | 9 SOLE DISPOSITIVE POWER Class D Shares ADSs: 785 | : 50,25! | 5 , 189 | | | | |
| PERSON | WIIH | 10 SHARED DISPOSITIVE POWER Class D Shares ADSs: None | : None | | | | | |
| 11 | Cla | REGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTIONS Description of the second s | NG PERSON | N | | | | |
| 12 | | CK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLU | DES | [] | | | | |
| 13 | PER | CENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) | | | | | | |
| | app | 6% (the 50,255,189 Class D Shares and 785 ADSs rroximately 10.6% of the total Class D Shares out cluding Class D Shares represented by ADSs)). Se | standing | | | | | |
| 14 | TYP CO | E OF REPORTING PERSON | | | | | | |
| | | | | | | | | |
| CUSIP N 2044211 | | ~ ' | SD | PAGE 9 | | | | |
| 1 | I.R | ES OF REPORTING PERSONS S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIVE PERSONS) | ES ONLY) | | | | | |
| 2 | СНЕ | CK THE APPROPRIATE BOX IF A MEMBER OF A GROUP | (a) (b) | | | | | |
| 3 | SEC | USE ONLY | | | | | | |
| 4 | | RCE OF FUNDS AF | | | | | | |
| 5 | | CK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQITEM 2(d) or 2(e) | UIRED PUI | RSUANT [] | | | | |

| 6 | CITIZ Venez | | | CE OF ORGAN | NIZATION | | | | | |
|--|---|------------------------------------|--|--|---------------------|---------|----------------------|------------|----------------|------------|
| | 7 | , | SOLE VOTIN | NG POWER | | Class | | es: | 50 , 25 | 5,189 |
| NUMBER O | | } | SHARED VOI | ring power | | Class : | | es: | None | |
| BENEFICI OWNED BY REPORTIN | r 9 IG | ADSs: | | | | | es: | 50,255,189 | | |
| PERSON W | | | | | | | Shares: None | | | |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON Class D Shares: 50,255,189 ADSs: 785 | | | | | | | N | | |
| 12 | | | K IF THE AG SHARES | GGREGATE AM | MOUNT IN | ROW (1 | 1) EXC | LUDE | S | [] |
| 13 | PERCE | INT (| OF CLASS RE | EPRESENTED | BY AMOUN | IT IN R | OW (11 | .) | | |
| | appro | xima | ately 10.6% | 189 Class E % of the to Shares rep | otal Clas | s D Sh | ares c | utst | anding | |
| 14 | TYPE CO | OF I | REPORTING E | PERSON | | | | | | |
| 14 | | OF I | REPORTING E | PERSON | | | | | | |
| CUSIP NO | CO .P3055Q1 | | REPORTING E | | | | | 13D | | PAGE 1 |
| CUSIP NO 20442110 1 NAME I.R. | CO .P3055Q1 1 (ADSs) | .03 ?ORT: | (Class D Sh ING PERSONS | nares) | | (ENTIT | | | | PAGE 1 |
| CUSIP NO 20442110 1 NAME I.R. AES | CO .P3055Q1 1 (ADSs) | O3 PORT: | (Class D Sh | nares) S OF ABOVE ezuela, C.A | A. ER OF A G | ROUP | IES ON | | | |
| CUSIP NO 20442110 1 NAME I.R. AES 2 | CO .P3055Q1 1 (ADSs) | O3 OORT: TIFIC CCION | (Class D Sh ING PERSONS CATION NOS. nes de Vene PRIATE BOX | nares) S OF ABOVE ezuela, C.A | A. ER OF A C | GROUP | IES ON (a) (b) | LY) | [] [] | |
| CUSIP NO 20442110 1 NAME I.R. AES 2 CHEC | CO .P3055Q1 .P3055Q1 .CADSs) .CS OF REP S. IDENT Comunica .K THE AP | O3 OORT: | (Class D Sh ING PERSONS CATION NOS. nes de Vene PRIATE BOX | nares) S OF ABOVE ezuela, C.A | A. ER OF A C | GROUP | IES ON (a) (b) | LY) | [] [] | |
| CUSIP NO 20442110 1 NAME I.R. AES 2 CHEC 3 SEC 4 SOUR OO 5 CHEC | CO .P3055Q1 .1 (ADSs) | ORT: TIFIC CCION PROD | (Class D Shanner Class D Shann | nares) OF ABOVE ezuela, C.A IF A MEMBE | A. ER OF A C | GROUP | IES ON (a) (b) | LY) | [] | |
| CUSIP NO 20442110 1 NAME I.R. AES 2 CHEC 3 SEC 4 SOUR OO 5 CHEC TO I | CO D.P3055Q1 1 (ADSs) CS OF REP S. IDENT Comunica CK THE AP USE ONLY CCE OF FU | ORT: TIFI(dcion PROI | Class D Sh ING PERSONS CATION NOS. nes de Vene PRIATE BOX SCLOSURE OF 2 (e) | nares) OF ABOVE ezuela, C.A IF A MEMBE | A. ER OF A C | GROUP | IES ON (a) (b) | LY) | [] [] | |
| CUSIP NO 20442110 1 NAME I.R. AES 2 CHEC 3 SEC 4 SOUR OO 5 CHEC TO I | CO O.P3055Q1 O.P3055Q1 O.P3055Q1 Comunica CK THE AP USE ONLY CCE OF FU CK BOX IF CTEM 2(d) CZENSHIP CZUEla | OR I | Class D Sh ING PERSONS CATION NOS. nes de Vene PRIATE BOX SCLOSURE OF 2 (e) | nares) S OF ABOVE ezuela, C.A IF A MEMBE | A. ER OF A G | GROUP | IES ON (a) (b) | LY) | [] | |

| SHARES BENEFICIALL | v | ADSs: None | | | | | |
|-----------------------|--|---|--|--|--|--|--|
| OWNED BY REPORTING | 9 SOLE DISPOSITIVE POWER | Class D Shares: 50,255,189 ADSs: 785 | | | | | |
| PERSON WITH | 10 SHARED DISPOSITIVE POWER | | | | | | |
| | AGGREGATE AMOUNT BENEFICIALLY OWNED Class D Shares: 50,255,189 ADSs: 785 | BY EACH REPORTING PERSON | | | | | |
| | CHECK BOX IF THE AGGREGATE AMOUNT I CERTAIN SHARES | N ROW (11) EXCLUDES | | | | | |
| | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 10.6% (the 50,255,189 Class D Shares and 785 ADSs represent approximately 10.6% of the total Class D Shares outstanding (including Class D Shares represented by ADSs)). See Item 5. | | | | | | |
| 14 | TYPE OF REPORTING PERSON | | | | | | |

This Amendment No. 6 to Schedule 13D ("Amendment No. 6") 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 Inextel, 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 deleting Item 4 in its entirety and replacing it with the following:

AES intends to review its investment in the Issuer on a continuing basis. In this regard, the Reporting Persons may purchase additional Class D Shares or ADSs, or may sell all or a portion of the Class D Shares or ADSs held by it, in any case in market, in private transactions or otherwise. The Reporting Persons may also pledge, encumber or otherwise transfer or engage in other transactions with respect to all or a portion of such Class D Shares of ADSs. In addition, the Reporting Persons may from time to time approach and engage in discussions with the Issuer, other security holders of the Issuer or third parties with respect to any of the foregoing and the business and business strategies of the Issuer, including such maters as acquisitions, dispositions and other extraordinary transactions, changes in management and dividend policies of the Issuer and the nomination and election of one or more directors of the Issuer. The Reporting Persons' actions with respect to its investment in the Issuer will depend on such factors as the Reporting Persons deem relevant at the time, including among other things, the Reporting Persons' evaluation of the Issuer's business, prospects and financial condition, the market for the Issuer's securities, other opportunities available to the Reporting Persons, prospects for the Reporting Persons' own business, general

economic conditions, including economic conditions in the Republic of Venezuela, stock market conditions and other future developments.

The Reporting Persons reserve the right to change their purpose in respect of the Class D Shares and ADSs and take such actions as they deem appropriate in light of the circumstances existing at the time, including without limitation, the matters set forth above.

Except as indicated above, none of the Reporting Persons, and, to the best of the Reporting Persons' knowledge, none of the persons listed in Schedule A hereto, have any present plans or proposals that relate to or would result in any of the actions described in Subparagraphs (a) through (j) of Item 4 of Schedule 13D.

Item 5. Interest in Securities of the Issuer.

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

In connection with the Issuer's share repurchase program to purchase in Venezuela Class D Shares for \$4.2857143 per share, and the Issuer's tender offer to purchase in the United States 19,843,658 ADSs for \$30.00 per ADS, representing in the aggregate 138,905,606 Class D Shares, AES Comunicaciones de Venezuela validly tendered 64,000,999 Class D Shares and 1,000 ADSs. As a result of such tender and taking into account the final global proration factor of 21.477493762%, the Reporting Persons sold to the Issuer 13,745,810 Class D Shares and 215 ADSs of the Issuer reducing the Reporting Person's interest from 64,001,000 to 50,255,189 Class D Shares and from 1,000 to 785 ADSs.

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: December 10, 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

7

Name: Steven P. Clancy

Title: Director

Date: December 10, 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.

Corporacion EDC, C.A.

By: /s/ Paul Hanrahan

Name: Paul Hanrahan Title: Director

Date: December 10, 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: December 10, 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: December 10, 2001