

TELEFONICA S A  
Form 6-K  
September 23, 2004

FORM 6-K

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Report of Foreign Private Issuer

Pursuant to Rule 13a-16 or 15d-16

of the Securities Exchange Act of 1934

For the month of September, 2004

Commission File Number: 001-09531

Telefónica, S.A.

(Translation of registrant's name into English)

Gran Vía, 28

28013 Madrid, Spain

3491-459-3050

(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      X                      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                      X

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                      X

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

Yes

No

X

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): N/A

Telefónica, S.A.

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| 1. Sale of Pearson Shares | 3                                     |

NOTIFICATION OF SIGNIFICANT EVENT

Telefónica, S.A. has sold 38,853,403 shares in the company Pearson Plc on the London stock market for approximately 350 million euro, representing 4.88% of its share capital. This sale forms part of the previously announced company strategy of divesting its media assets.

Madrid, 23 September 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.

|       |                                      |  |                  |                          |   |
|-------|--------------------------------------|--|------------------|--------------------------|---|
|       |                                      |  | Telefónica, S.A. |                          |   |
| Date: | September 23 <sup>rd</sup> ,<br>2004 |  | By:              | /s/ Antonio Alonso Ureba |   |
|       |                                      |  |                  | Name:                    | Antonio Alonso Ureba  |
|       |                                      |  |                  | Title:                   | General Secretary and<br>Secretary to the Board of<br>Directors |