

PORTUGAL TELECOM SGPS SA  
Form SC14D9C  
October 20, 2006

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

---

**SCHEDULE 14D-9C**

---

**Solicitation/Recommendation Statement Under  
Section 14(d)(4) of the Securities Exchange Act of 1934**

---

**PORTUGAL TELECOM, SGPS, S.A.**

(Name of Subject Company)

---

**PORTUGAL TELECOM, SGPS, S.A.**

(Name of Person(s) Filing Statement)

---

**Ordinary shares, nominal value 0.35 each  
American Depositary Shares, each representing one ordinary share,  
nominal value 0.35 per share  
(Title of Class of Securities)**

**Ordinary Shares (ISIN: PTPTC0AM0009)**  
**American Depositary Shares (CUSIP: 737273102)**  
(CUSIP Number of Class of Securities)

**Nuno Prego**  
**Investor Relations Director**  
**Portugal Telecom, SGPS, S.A.**  
**Av. Fontes Pereira de Melo, 40**  
**1069-300 Lisboa**  
**Portugal**  
**+351 21 500 1701**

(Name, Address and Telephone Number of Person Authorized to Receive Notices  
and Communications on Behalf of the Person(s) Filing Statement)

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

**TABLE OF CONTENTS**

1. Presentation of Portugal Telecom, SGPS, S.A. (the Company ), dated October 2006, entitled Portugal Telecom Post Retirement Benefits 1H06.

**IMPORTANT NOTICE**

Investors are urged to read the Company's Solicitation/Recommendation Statement on Schedule 14D-9 when it is filed by the Company with the U.S. Securities and Exchange Commission (the SEC ), as it will contain important information. The Solicitation/Recommendation Statement and other public filings made from time to time by the Company with the SEC are available without charge from the SEC's website at [www.sec.gov](http://www.sec.gov) and at the Company's principal executive offices in Lisbon, Portugal.

These materials contain forward-looking statements based on management's current expectations or beliefs. These forward-looking statements are subject to a number of factors and uncertainties that could cause actual results to differ materially from those described in the forwarding-looking statements. Forward-looking statements may be identified by words such as believes, expects, anticipates, projects, intends, should, seeks, estimates, future or similar expressions. These statements reflect our current expectations. In light of the many risks and uncertainties surrounding the offer, you should understand that we cannot assure you that the forward-looking statements contained in these materials will be realized. You are cautioned not to put undue reliance on any forward-looking information.





























































