

PORTUGAL TELECOM SGPS SA
Form 6-K
April 07, 2006

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

For the month of April, 2006

Commission File Number 1-13758

PORTUGAL TELECOM, SGPS, S.A.

(Exact name of registrant as specified in its charter)

Av. Fontes Pereira de Melo, 40
1069 - 300 Lisboa, Portugal
(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

Form 20-F Form 40-F

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

ANNUAL GENERAL MEETING OF SHAREHOLDERS

PORTUGAL TELECOM, SGPS, S.A.

21 April 2006

PROPOSAL OF THE BOARD OF DIRECTORS

ITEM 5 ON THE AGENDA:

(To resolve on the ratification of the appointment by the Board of Directors of a member to fill a vacancy on the Board of Directors to complete the 2003/2005 mandate)

Whereas:

A) Following the resignation submitted by the member of the Board of Directors Mr. Pedro Sampaio Malan, the Board of Directors resolved, under the provisions of article 393-1(b) of the Portuguese Companies Code, at its meeting held on 29 December 2005, to appoint Mr. Rodrigo Jorge de Araújo Costa to exercise the duties of director;

B) The provisions of article 393, paragraph 2 of the Portuguese Companies Code;

We propose that it be resolved:

1) To ratify the appointment of the director Mr. Rodrigo Jorge de Araújo Costa to exercise his office until the termination of the term of office of the other members of the Board of Directors (2003-2005);

2) To express a vote of acknowledgement and appreciation for the way that the departing director Mr. Pedro Sampaio Malan exercised his duties during the period of his term of office.

Lisbon, 6 March 2006

The Board of Directors

