AES CORPORATION Form SC 13D/A March 19, 2002

# SECURITIES AND EXCHANGE COMMISSION WASHINGTON, DC 20549

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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. 7)

(Final Amendment)

COMPANIA ANONIMA NACIONAL TELEFONOS DE VENEZUELA (CANTV)

(Name of Issuer)

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)

(QUOTE Washers)

(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)

March 15, 2002

(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 [ ]

			120			
204421101	P3055Q103 (Cla (ADSs)	ss D Snares)	13D	PAGE 3		
1	NAMES OF REPO I.R.S. IDENTI The AES Corpo	FICATION NOS. OF	' ABOVE PERSONS	(ENTITIES ONLY)		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [ ] (b) [ ]					
3	SEC USE ONLY					
4	SOURCE OF FUN	DS				
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)					
6	CITIZENSHIP O State of Dela	R PLACE OF ORGAN ware	IIZATION			
NUMBER OF SHARES		7 SOLE VOTING	G POWER	Class D Shares: ADSs: 785	6	
BENEFICIAL OWNED BY REPORTING		8 SHARED VOTI	NG POWER	Class D Shares: 1	None	
PERSON WIT		9 SOLE DISPOS	SITIVE POWER	Class D Shares: ADSs: 785	6	
	1	0 SHARED DISF	POSITIVE POWER	Class D Shares: 1	None	
11	AGGREGATE AMO Class D Share ADSs: 785		OWNED BY EACH	REPORTING PERSON		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  CERTAIN SHARES  [ ]					
13	PERCENT OF CL 0% See Item 5	ASS REPRESENTED	BY AMOUNT IN RO	OW (11)		
14	TYPE OF REPOR	TING PERSON				

CUSIP NO.P3055Q103 (Class D Shares) 13D PAGE 5

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) AES Channon Holdings B.V.								
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [ ] (b) [ ]							·=	
3	SEC USE ONLY								
4	SOURCE OF FUNDS OO, AF								
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) [ ]								
6		CITIZENSHIP OR PLACE OF ORGANIZATION The Netherlands							
NUMBER OF SHARES BENEFICIA		7	SOLE VOTI	NG POWER		Class D		es:	6
OWNED BY REPORTING		8	SHARED VO	TING POWER		Class D		es:	None
PERSON WI'	IH	9	SOLE DISP	OSITIVE POW	JER	Class D		es:	6
		10	SHARED DI	SPOSITIVE P	OWER	Class D		es:	None
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON Class D Shares: 6 ADSs: 785								
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  CERTAIN SHARES  [ ]								
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0% See Item 5.								
14	TYPE OF REPO	RTIN	G PERSON						
CUSIP NO. 204421101	P3055Q103 (C1 (ADSs)	ass	D Shares)	13	3D		PA	GE	7
1	I.R.S. IDENT	NAMES OF REPORTING PERSONS  I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  Corporacion EDC, C.A.							
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [ ] (b) [ ]								
3	SEC USE ONLY								

4	SOURCE OF FUNDS OO, WC						
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)						
6	CITIZENSHIP OR PLACE OF ORGANIZATION  Venezuela						
NUMBER OF SHARES		ADSs:					
BENEFICIAL OWNED BY REPORTING PERSON WIT	8 SHARED VOTING POWER	Class D	None	None			
	9 SOLE DISPOSITIVE POWER		Shares:	6			
	10 SHARED DISPOSITIVE POWER	Class D		None			
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON Class D Shares: 6 ADSs: 785						
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  CERTAIN SHARES  [ ]						
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0% See Item 5.						
14	TYPE OF REPORTING PERSON CO						
CUSIP NO.F 204421101 1	3055Q103 (Class D Shares) 13D (ADSs)  NAMES OF REPORTING PERSONS  I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS  Inversiones Inextel, C.A.  CHECK THE APPROPRIATE BOX IF A MEMBER OF A G						
			(b) [	]			
3  1	SEC USE ONLY						
4	SOURCE OF FUNDS OO, AF						
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS TO ITEM 2(d) or 2(e)	IS REQU	IRED PURS	SUANT			
6	CITIZENSHIP OR PLACE OF ORGANIZATION Venezuela						
NUMBER OF	7 SOLE VOTING POWER	Class D	Shares:	6			

SHARES BENEFICIALLY OWNED BY REPORTING PERSON WITH					ADSs:	785	
		8	SHARED VC	TING POWER	Class ADSs:		None
		9	SOLE DISF	OSITIVE POWER	Class ADSs:		6
		10	SHARED DI	SPOSITIVE POWER	Class ADSs:		None
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON Class D Shares: 6 ADSs: 785						
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  CERTAIN SHARES  [ ]						
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0% See Item 5.						
14	TYPE OF REPO	RTING	PERSON				
CUSIP NO.P 204421101	3055Q103 (Cla (ADSs)	iss D S	hares)	13D		PAGE 1	1
1	NAMES OF REE I.R.S. IDENT AES Comunica	CIFICAT		OF ABOVE PERSON			
2		ciones			S (ENTITI	ES ONLY)	
	CHECK THE A		de Venez			· 	-
3	CHECK THE AF	PROPRI	de Venez	uela, C.A.		(a) [	-
3 4		PROPRI	de Venez	uela, C.A.		(a) [	-
	SEC USE ONLY SOURCE OF FU	PROPRI	de Venez ATE BOX I	uela, C.A.	GROUP	(a) [ (b) [	1
4	SEC USE ONLY SOURCE OF FU OO CHECK BOX IE	PROPRI	de Venez ATE BOX I	Tuela, C.A.  F A MEMBER OF A	GROUP	(a) [ (b) [	1
4 5 6 NUMBER OF SHARES	SEC USE ONLY SOURCE OF FU OO CHECK BOX IF TO ITEM 2 (d) CITIZENSHIP Venezuela	PROPRI	de Venez ATE BOX I	LEGAL PROCEEDIN CANIZATION CTING POWER	GROUP  GS IS REC	(a) [ (b) [  Ouired purs  [ ]  D Shares:	UANT
4 5 6 NUMBER OF SHARES BENEFICIAL OWNED BY REPORTING	SEC USE ONLY SOURCE OF FU OO  CHECK BOX IF TO ITEM 2 (d)  CITIZENSHIP Venezuela	PPROPRI	de Venez  ATE BOX I	LEGAL PROCEEDIN CANIZATION CTING POWER	GROUP  GS IS REC  Class ADSs:  Class ADSs:	(a) [ (b) [  QUIRED PURS [ ]  B D Shares: 785  B D Shares: None	UANT
4 5 6 NUMBER OF SHARES BENEFICIAL OWNED BY	SEC USE ONLY SOURCE OF FU OO  CHECK BOX IF TO ITEM 2 (d)  CITIZENSHIP Venezuela	PPROPRI	de Venez  ATE BOX I  OSURE OF  e)  SOLE VO  SHARED	LEGAL PROCEEDIN CANIZATION CTING POWER	GROUP  GS IS REC  Class ADSs:  Class ADSs:	(a) [ (b) [  OUIRED PURS [ ]  S D Shares: 785  S D Shares: None	UANT  6  None

	ADSs: None
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON Class D Shares: 6 ADSs: 785
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  CERTAIN SHARES  [ ]
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0% See Item 5.
14	TYPE OF REPORTING PERSON CO

This Amendment No. 7 to Schedule 13D ("Amendment No. 7") 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 5. Interest in Securities of the Issuer.

Item 5 of the Schedule 13D is hereby amended in its entirety to read as follows:

On March 15, 2002, AES Comunicaciones de Venezuela, C.A., as custodian for the Class D Shares owned by Inextel, converted 50,255,184 Class D Shares into 7,179,312 ADSs.

On March 19, 2002, Inversiones Inextel, C.A., sold in a single transaction 7,179,312 ADSs at a price per ADS of \$12.75. As a result of such sale, the Reporting Persons ceased to be the beneficial owners of more than 5% of the Class D Shares.

#### 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

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Name: Paul Hanrahan

Title: Executive Vice President

Date: March 19, 2002

#### 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

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Name: Steven P. Clancy

Title: Director

Date: March 19, 2002

#### 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

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Name: Paul Hanrahan Title: Director

Date: March 19, 2002

#### 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

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Name: Steven P. Clancy

Title: Director

Date: March 19, 2002

#### 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

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Name: Paul Hanrahan Title: Director

Date: March 19, 2002