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TELESP CELLULAR HOLDING CO /ADR/

Form CB

November 10, 2004

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM CB

TENDER OFFER/RIGHTS OFFERING NOTIFICATION FORM

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to file this Form:

Securities Act Rule 801 (Rights Offering)	[X]
Securities Act Rule 802 (Exchange Offer)	[]
Exchange Act Rule 13e-4(h) (8) (Issuer Tender Offer)	[]
Exchange Act Rule 14d-1(c) (Third Party Tender Offer)	[]
Exchange Act Rule 14e-2(d) (Subject Company Response)	[]

TELESP CELULAR PARTICIPACOES S.A.
(Name of Subject Company)

TELESP CELLULAR HOLDING COMPANY
(Translation of Subject Company's Name into English (if applicable))

THE FEDERATIVE REPUBLIC OF BRAZIL
(Jurisdiction of Subject Company's Incorporation or Organization)

TELESP CELULAR PARTICIPACOES S.A.
(Name of Person(s) Furnishing Form)

COMMON STOCK
(Title of Class of Subject Securities)

NOT APPLICABLE
(CUSIP Number of Class of Securities (if applicable))

CT CORPORATION SYSTEM
111 EIGHTH AVENUE
NEW YORK, NEW YORK 10011
(212) 894-8400

(Name, Address (including zip code) and Telephone Number (including area code) of Person(s) Authorized to Receive Notices and Communications on Behalf of Subject Company)

COPY TO:

S. TODD CRIDER, ESQ.
SIMPSON THACHER & BARTLETT LLP
425 LEXINGTON AVE.
NEW YORK, NEW YORK 10017

NOVEMBER 9, 2004
(Date Tender Offer/Rights Offering Commenced)

PART I - INFORMATION SENT TO SECURITY HOLDERS

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ITEM 1. HOME JURISDICTION DOCUMENTS

- (a) Notice to Shareholders of Telesp Celular Participacoes S.A. published in Portuguese in Brazil on November 9, 2004 (attached hereto as Exhibit A).
- (b) Notice to Common Shareholders of Telesp Celular Participacoes S.A. to be published in English in The New York Times on November 11, 2004 (attached hereto as Exhibit B).
- (c) Press release dated November 8, 2004 and issued on November 9, 2004 in Portuguese and in English (attached hereto as Exhibit C).

ITEM 2. INFORMATIONAL LEGENDS

Information legends pursuant to Rule 801(b) under the Securities Act of 1933, as amended, are included in the documents attached pursuant to Item 1 of this form.

PART II - INFORMATION NOT REQUIRED TO BE SENT TO SECURITY HOLDERS

ITEM 1. EXHIBITS

- (1) Not applicable.
- (2) Not applicable.
- (3) Not applicable.

PART III - CONSENT TO SERVICE OF PROCESS

Telesp Celular Participacoes S.A. is filing with the Securities and Exchange Commission a written irrevocable consent and power of attorney on Form F-X concurrently with the furnishing of this Form CB.

PART IV - SIGNATURES

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

TELESP CELLULAR PARTICIPACOES S.A.

By: /s/ Francisco Jose Azevedo Padinha

Name: Francisco Jose Azevedo Padinha
Title: Chief Executive Officer

By: /s/ Paulo Cesar Pereira Teixeira

Name: Paulo Cesar Pereira Teixeira
Title: Executive Vice President for Finance,
Planning and Control and Investor
Relations Officer

Date: November 10, 2004

EXHIBIT INDEX

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EXHIBIT	DESCRIPTION
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