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

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

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)

(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),

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check the following box []

CUSIP NO. P3055Q103 (Class D Shares)	13D																					
204421101 (ADSs)	PAGE 3																					

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) The AES Corporation																					

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 State of Delaware																					

NUMBER OF SHARES BENEFICIALLY OWNED BY REPORTING PERSON WITH	<table border="0"> <tr> <td>7</td> <td>SOLE VOTING POWER</td> <td>Class D Shares: 6 ADSs: 785</td> </tr> <tr> <td colspan="3">-----</td> </tr> <tr> <td>8</td> <td>SHARED VOTING POWER</td> <td>Class D Shares: None ADSs: None</td> </tr> <tr> <td colspan="3">-----</td> </tr> <tr> <td>9</td> <td>SOLE DISPOSITIVE POWER</td> <td>Class D Shares: 6 ADSs: 785</td> </tr> <tr> <td colspan="3">-----</td> </tr> <tr> <td>10</td> <td>SHARED DISPOSITIVE POWER</td> <td>Class D Shares: None ADSs: None</td> </tr> </table>	7	SOLE VOTING POWER	Class D Shares: 6 ADSs: 785	-----			8	SHARED VOTING POWER	Class D Shares: None ADSs: None	-----			9	SOLE DISPOSITIVE POWER	Class D Shares: 6 ADSs: 785	-----			10	SHARED DISPOSITIVE POWER	Class D Shares: None ADSs: None
7	SOLE VOTING POWER	Class D Shares: 6 ADSs: 785																				

8	SHARED VOTING POWER	Class D Shares: None ADSs: None																				

9	SOLE DISPOSITIVE POWER	Class D Shares: 6 ADSs: 785																				

10	SHARED DISPOSITIVE POWER	Class D Shares: 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 HC																					

CUSIP NO.P3055Q103 (Class D Shares)	13D																					
204421101 (ADSs)	PAGE 5																					

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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 BENEFICIALLY OWNED BY REPORTING PERSON WITH	7	SOLE VOTING POWER	Class D Shares: 6 ADSS: 785
	8	SHARED VOTING POWER	Class D Shares: None ADSS: None
	9	SOLE DISPOSITIVE POWER	Class D Shares: 6 ADSS: 785
	10	SHARED DISPOSITIVE POWER	Class D Shares: 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

CUSIP NO. P3055Q103 (Class D Shares) 13D PAGE 7
 204421101 (ADSS)

1 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

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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 7 SOLE VOTING POWER Class D Shares: 6
SHARES ADSs: 785

BENEFICIALLY OWNED BY 8 SHARED VOTING POWER Class D Shares: None
REPORTING ADSs: None
PERSON WITH

9 SOLE DISPOSITIVE POWER Class D Shares: 6
ADSs: 785

10 SHARED DISPOSITIVE POWER Class D Shares: 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

CUSIP NO.P3055Q103 (Class D Shares) 13D PAGE 9
204421101 (ADSs)

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
Inversiones Inxtel, C.A.

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
Venezuela

NUMBER OF 7 SOLE VOTING POWER Class D Shares: 6

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SHARES			ADSs: 785
BENEFICIALLY OWNED BY REPORTING PERSON WITH	8	SHARED VOTING POWER	Class D Shares: None ADSs: None
	9	SOLE DISPOSITIVE POWER	Class D Shares: 6 ADSs: 785
	10	SHARED DISPOSITIVE POWER	Class D Shares: 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

CUSIP NO.P3055Q103 (Class D Shares) 13D PAGE 11
 204421101 (ADSs)

1 NAMES OF REPORTING PERSONS
 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
 AES Comunicaciones de Venezuela, C.A.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
 (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS
 00

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 BENEFICIALLY OWNED BY REPORTING PERSON WITH	7	SOLE VOTING POWER	Class D Shares: 6 ADSs: 785
	8	SHARED VOTING POWER	Class D Shares: None ADSs: None
	9	SOLE DISPOSITIVE POWER	Class D Shares: 6 ADSs: 785
	10	SHARED DISPOSITIVE POWER	Class D Shares: None

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ADSs: None

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON Class D Shares: 6 ADSs: 785
<hr/>	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES []
<hr/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0% See Item 5.
<hr/>	
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 Inxtel, 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 Inxtel, converted 50,255,184 Class D Shares into 7,179,312 ADSs.

On March 19, 2002, Inversiones Inxtel, 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

Name: Paul Hanrahan
Title: Executive Vice President

Date: March 19, 2002

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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

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

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 Innextel, C.A.

By: /s/ Steven P. Clancy

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

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By: /s/ Paul Hanrahan

Name: Paul Hanrahan

Title: Director

Date: March 19, 2002