

TELE CENTRO OESTE CELULAR PARTICIPACOES

Form SC TO-C

August 27, 2004

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As filed with the Securities and Exchange Commission on August 27, 2004

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE TO

Tender Offer Statement under Section 14(d)(1) of the Securities Exchange Act of 1934

TELE CENTRO OESTE CELULAR PARTICIPAÇÕES S.A.

(Name of Subject Company (issuer))

TELESP CELULAR PARTICIPAÇÕES S.A.

BRASILCEL N.V.

PORTUGAL TELECOM, SGPS, S.A.

PT MÓVEIS, SGPS, S.A.

TELEFÓNICA MÓVILES, S.A.

(Name of Filing Person (offeror))

Preferred shares, without par value

**American Depositary Shares (as evidenced by American Depositary Receipts),
each representing 3,000 Preferred Shares**

(Title of Class of Securities)

87923P105 (American Depositary Shares)

(CUSIP Number of Class of Securities)

S. Todd Crider, Esq.

Simpson Thacher & Bartlett LLP

425 Lexington Avenue

New York, New York 10017

(212) 455-2000

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

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

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EXHIBIT INDEX

EX-99.1.1: AMENDED ENGLISH TRANSLATION OF NOTICE OF MATERIAL FACT

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EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
1.1	Amended English translation of Notice of Material Fact dated August 25, 2004.