

PHILIPPINE LONG DISTANCE TELEPHONE CO

Form 6-K

November 23, 2007

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 November 2007**

**Commission File Number 1-03006**

Philippine Long Distance Telephone Company

(Exact Name of Registrant as Specified in Its Charter)

**Ramon Cojuangco Building**

**Makati Avenue**

**Makati City**

**Philippines**

(Address of principal executive offices)

(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 by furnishing the information contained in this Form, the registrant is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.)

Yes  No

(If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82-  
\_\_\_\_\_ )

#### NOTE REGARDING FORWARD-LOOKING STATEMENTS

Some information in this report may contain forward-looking statements within the meaning of Section 27A of the U.S. Securities Act of 1933 and Section 21E of the U.S. Securities Exchange Act of 1934. We have based these forward-looking statements on our current beliefs, expectations and intentions as to facts, actions and events that will or may occur in the future. Such statements generally are identified by forward-looking words such as believe, plan, anticipate, continue, estimate, expect, may, will or other similar words.

A forward-looking statement may include a statement of the assumptions or bases underlying the forward-looking statement. We have chosen these assumptions or bases in good faith. These forward-looking statements are subject to risks, uncertainties and assumptions, some of which are beyond our control. In addition, these forward-looking statements reflect our current views with respect to future events and are not a guarantee of future performance. Actual results may differ materially from information contained in the forward-looking statements as a result of a number of factors, including, without limitation, the risk factors set forth in Item 3. Key Information Risk Factors in our annual report on Form 20-F for the fiscal year ended December 31, 2006. You should also keep in mind that any forward-looking statement made by us in this report or elsewhere speaks only as at the date on which we made it. New risks and uncertainties come up from time to time, and it is impossible for us to predict these events or how they may affect us. We have no duty to, and do not intend to, update or revise the statements in this report after the date hereof. In light of these risks and uncertainties, you should keep in mind that actual results may differ materially from any forward-looking statement made in this report or elsewhere.

**EXHIBITS**

Exhibit  
Number

- |   |   |   |
|---|---|---|
| 1 | A copy of the disclosure letter we sent today to the Philippine Stock Exchange and the Securities and Exchange Commission regarding the press release issued by PLDT on PLDT's obtainment of the Requisite Consents on its consent solicitation relating to its outstanding 11.375% Notes due 2012, 10.500% Notes due 2009 and 8.350% Notes due 2017, and the execution by PLDT and the relevant trustees of the supplemental indentures governing the Notes. | 6 |
|---|---|---|

November 22, 2007

The Philippine Stock Exchange  
4<sup>th</sup> Floor PSE Centre  
Exchange Road, Ortigas Center  
Pasig City

Attention: Atty. Pete M. Malabanan

Head, Disclosure Department

Ladies and Gentlemen:

In compliance with Section 17.1(b) and Section 17.3 of the Securities Regulation Code, we submit herewith SEC Form 17-C with a copy of the press release issued by PLDT on PLDT's obtainment of the Requisite Consents on its consent solicitation relating to its outstanding 11.375% Notes due 2012, 10.500% Notes due 2009 and 8.350% Notes due 2017, and the execution by PLDT and the relevant trustees of the supplemental indentures governing the Notes.

Respectfully yours,

/s/ Ma. Lourdes C. Rausa-Chan

MA. LOURDES C. RAUSA-CHAN

Corporate Secretary

MLCRC:amq

Encs.

November 22, 2007

SECURITIES & EXCHANGE COMMISSION

Money Market Operations Department

SEC Building, EDSA

Mandaluyong City

Attention : Director Justina F. Callangan

Corporations Finance Department

Gentlemen:

Re : Philippine Long Distance Telephone Company

SEC Registration No. PW-55

In accordance with Section 17.1 (b) of the Securities Regulation Code, we submit herewith five (5) copies of SEC Form 17-C with a copy of press release issued by PLDT on PLDT's obtainment of the Requisite Consents on its consent solicitation relating to its outstanding 11.375% Notes due 2012, 10.500% Notes due 2009 and 8.350% Notes due 2017, and the execution by PLDT and the relevant trustees of the supplemental indentures governing the Notes.

Very truly yours,

/s/ Ma. Lourdes C. Rausa-Chan

MA. LOURDES C. RAUSA-CHAN

Corporate Secretary

MLCRC:amq

Encs.

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SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

CURRENT REPORT UNDER SECTION 17  
OF THE SECURITIES REGULATION CODE  
AND SRC RULE 17.1

1. November 22, 2007

(Date of earliest event reported)

2. SEC Identification Number PW-55

3. BIR Tax Identification No. 000-488-793

4. PHILIPPINE LONG DISTANCE TELEPHONE COMPANY

Exact name of registrant as specified in its charter

5. PHILIPPINES 6. \_\_\_\_\_ (SEC Use Only)

Province, country or other jurisdiction Industry Classification Code  
of Incorporation

7. 9<sup>th</sup> Floor MGO Building

Legaspi corner dela Rosa Streets, Makati City 1200

Address of principal office Postal Code

8. (632) 816-8553

Registrant's telephone number, including area code

9. Not Applicable

Former name or former address, if changed since last report

10. Securities registered pursuant to Sections 8 and 12 of the SRC

Title of Each Class Number of Shares of Common Stock

Licensed and Amount of Debt Outstanding

11. Item 9 Other Events

Attached hereto is a copy of press release issued by PLDT on PLDT's obtainment of the Requisite Consents on its consent solicitation relating to its outstanding 11.375% Notes due 2012, 10.500% Notes due 2009 and 8.350% Notes due 2017, and the execution by PLDT and the relevant trustees of the supplemental indentures governing the Notes.

SIGNATURE

Pursuant to the requirements of the Securities Regulation Code, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereto duly authorized.

PHILIPPINE LONG DISTANCE

TELEPHONE COMPANY

/s/ Ma. Lourdes C. Rausa-Chan

MA. LOURDES C. RAUSA-CHAN

Corporate Secretary

Date: November 22, 2007

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**Not for release, publication or distribution to any Italian Person or in, or into Italy**

**PLDT Press release**

**Philippine Long Distance Telephone Company**

**Consent Solicitation for its**

**US\$250,000,000 11.375% Notes due 2012, and**

**Consent Solicitation for its**

**US\$175,000,000 10.500% Notes due 2009 and**

**US\$300,000,000 8.350% Notes due 2017**

November 21, 2007 Philippine Long Distance Telephone Company ( PLDT or the Company ), announced that following the Early Consent Deadline, 11:00 a.m., New York City time, on November 20, 2007, it has received the Requisite Consents on its consent solicitation relating to its outstanding 11.375% Notes due 2012 (the 2012 Notes ) to effect certain proposed amendments to the indenture governing the 2012 Notes (the 2012 Notes Consent Solicitation ), and the Requisite Consents on its consent solicitation relating to its outstanding 10.500% Notes due 2009 (the 2009 Notes ) and 8.350% Notes due 2017 (the 2017 Notes , together with the 2012 Notes and the 2009 Notes collectively the Notes ) to effect certain proposed amendments to the indenture governing the 2009 Notes and 2017 Notes (the 2009/2017 Notes Consent Solicitation , together with the 2012 Notes Consent Solicitation, the Consent Solicitations ). As a result, the Company and the relevant trustees have executed the supplemental indentures to the indentures governing the Notes.

The Consent Solicitations are being made pursuant to the Consent Solicitation Statements dated November 6, 2007 (the Statements ). The Statements set forth and govern the terms and conditions of the Consent Solicitations as well as additional information about the terms of the Consent Solicitations.

The Consent Solicitations will expire at 11:00 a.m., New York City time, on November 27, 2007. The Company expects to pay to all validly consenting holders the applicable consent fee on December 3, 2007. All capitalized terms used and not defined herein shall have the meanings given to them in the Statements.

In connection with the Consent Solicitations, PLDT has retained Deutsche Bank as the Solicitation Agent and D.F. King & Co, Inc. as the Information Agent and the Tabulation Agent. Full contact details of all parties are given below.

Questions regarding the Consent Solicitations and requests for the Statements should be directed to the Information Agent.

This press release shall not constitute a solicitation of consents with respect to any securities. Any such offer or solicitation will be made only by means of the Statements.

This press release contains forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934 and Section 27A of the Securities Act of 1933. Any forward-looking statements in this news release are based on certain assumptions and expectations made by PLDT in light of its experience and expectations with respect to future developments and other factors it believes are appropriate in the circumstances. Forward-looking statements are not a guarantee of future events and actual results or developments may differ materially from expectations.

#### About PLDT

PLDT is the leading telecommunications provider in the Philippines. Through its three principal business segments fixed line, wireless and information communications technology PLDT offers a wide range of telecommunications services across the Philippines most extensive fibre optic backbone and fixed line, cellular and satellite network.

The Solicitation Agent is:

Deutsche Bank AG, London Branch

Winchester House

1 Great Winchester Street

London EC2N 2DB

United Kingdom

Telephone: +44 (0) 207 545 8011 (London)

Telephone: +65 6423 5342 (Singapore)

Email: [liability.management@db.com](mailto:liability.management@db.com)

The Information and Tabulation Agent is:

DF King & Co., Inc.

48 Wall Street

22nd Floor

New York, 10005

Telephone: +1 212 269 5550 (collect)

Telephone: +1 800 431 9645 (all other calls)



Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

PHILIPPINE LONG DISTANCE  
TELEPHONE COMPANY

By : /s/ Ma. Lourdes C. Rausa-Chan

Name : Ma. Lourdes C. Rausa-Chan

Title : Senior Vice President, Corporate

Affairs and Legal Services Head

and Corporate Secretary

Date: November 22, 2007