

TELE CENTRO OESTE CELULAR PARTICIPACOES

Form SC TO-C

August 25, 2004

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**As filed with the Securities and Exchange Commission on August 25, 2004**

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**SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**SCHEDULE TO  
Tender Offer Statement under Section 14(d)(1) or 13(e)(1) of the Securities Exchange Act of 1934**

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**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  
(Title of Class of Securities)**

**N/A  
(CUSIP Number of Class of Securities)**

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**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

NOTICE OF A MATERIAL FACT

PRESS RELEASE

PRESS RELEASE

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**EXHIBIT INDEX**

| <b>Exhibit No.</b> | <b>Description</b>   |
|--------------------|--|
| 1.1                | Notice of a Material Fact of Telesp Celular Participações S.A. dated August 25, 2004.  |
| 1.2                | Press Release of Telesp Celular Participações S.A. dated August 24, 2004.  |
| 1.3                | Text of Notice of Material Fact issued by Portugal Telecom and Press Release issued by Telefónica Móviles dated August 25, 2004 relating to the Tender Offers. |