PORTUGAL TELECOM SGPS SA
Form SC 13G
February 18, 2004

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No.) *

Portugal Telecom, SGPS, S.A.

(Name of Issuer)

American Depository Receipts and Common Shares

(Title of Class of Securities)

737273102

(CUSIP Number)

December 31, 2003

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

[X] Rule 13d-1 (b)
[ ] Rule 13d-1(c)
[ ] Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the ACT but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 737273102

1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)	Brandes Investment Partners, LLC 33-0704072
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) [ ] (b) [ ]	
3.	SEC Use Only	
4	Citizenship or place of organization	Delaware
Number of Shares Beneficially Owned By Each Reporting Person With.	5 Sole Voting Power	
	6 Shared Voting Power	20,887,376 ADR and 40,182,887 ORD
	7 Sole Dispositive Power	
	8 Shared Dispositive Power	27,096,165 ADR and 40,182,887 ORD
9	Aggregate Amount Beneficially Owned by Each Reporting Person	27,096,165 ADR and 40,182,887 ORD
10	Check box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)	| |
11	Percent of Class Represented by Amount in Row (9)	5.4%
12	Type of Reporting Person (See Instructions)	IA, PN

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CUSIP No. 737273102

1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)	Brandes Investment Partners, Inc. 33-0090873
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) [ ] (b) [ ]	
3.	SEC Use Only	
4	Citizenship or place of organization	California
Number of Shares Beneficially Owned By Each Reporting	5 Sole Voting Power	
	6 Shared Voting Power	20,887,376 ADR and 40,182,887 ORD
	7 Sole Dispositive Power	

Person With.	8	Shared Dispositive Power 27,096,165 ADR and 40,182,887

9 Aggregate Amount Beneficially Owned by Each Reporting Person

27,096,165 ADR and 40,182,887 ORD shares are deemed to be beneficially owned by Brandes Investment Partners, Inc., as a control person of the investment adviser. Brandes Investment Partners, Inc. disclaims any direct ownership of the shares reported in this Schedule 13G, except for an amount that is substantially less than one per cent of the number of shares reported herein.

10 Check box if the Aggregate Amount in Row (9) Excludes Certain Shares

(See Instructions) | |

11 Percent of Class Represented by Amount in Row (9) 5.4%

12 Type of Reporting Person (See Instructions) CO, OO (Control Person)

CUSIP No. 737273102

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) — Brandes Worldwide Holdings, L.P. 33-0836630

2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a) [ ]
(b) [ ]

3. SEC Use Only

4 Citizenship or place of organization Delaware

Number of Shares Beneficially Owned By Each Reporting Person With.	5	Sole Voting Power
	6	Shared Voting Power 20,887,376 ADR and 40,182,887 ORD
	7	Sole Dispositive Power
	8	Shared Dispositive Power 27,096,165 ADR and 40,182,887 ORD

9 Aggregate Amount Beneficially Owned by Each Reporting Person

27,096,165 ADR and 40,182,887 ORD shares are deemed to be beneficially owned by Brandes Worldwide Holdings, L.P., as a control person of the investment adviser. Brandes Worldwide Holdings, L.P., disclaims any direct ownership of the shares reported in this Schedule 13G.

10 Check box if the Aggregate Amount in Row (9) Excludes Certain Shares

(See Instructions) | |

11	Percent of Class Represented by Amount in Row (9) 5.4%
12	Type of Reporting Person (See Instructions) PN, OO (Control Person)

CUSIP No. 737273102

1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)	Charles H. Brandes
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) [ ] (b) [ ]	
3.	SEC Use Only	
4	Citizenship or place of organization	USA
Number of Shares Beneficially Owned By Each Reporting Person With.	5 Sole Voting Power	
	6 Shared Voting Power	20,887,376 ADR and 40,182,887 ORD
	7 Sole Dispositive Power	
	8 Shared Dispositive Power	27,096,165 ADR and 40,182,887 ORD
9	Aggregate Amount Beneficially Owned by Each Reporting Person	
	27,096,165 ADR and 40,182,887 ORD shares are deemed to be beneficially owned by Charles H. Brandes, a control person of the investment adviser. Mr. Brandes disclaims any direct ownership of the shares reported in this Schedule 13G, except for an amount that is substantially less than one per cent of the number of shares reported herein.	
10	Check box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)		
11	Percent of Class Represented by Amount in Row (9) 5.4%	
12	Type of Reporting Person (See Instructions) IN, OO (Control Person)	

1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)	Glenn R. Carlson
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) [ ] (b) [ ]	
3.	SEC Use Only	
4	Citizenship or place of organization	USA
Number of Shares Beneficially Owned By Each Reporting Person With.	5 Sole Voting Power	
	6 Shared Voting Power	20,887,376 ADR and 40,182,887 ORD
	7 Sole Dispositive Power	
	8 Shared Dispositive Power	27,096,165 ADR and 40,182,887 ORD
9	Aggregate Amount Beneficially Owned by Each Reporting Person 27,096,165 ADR and 40,182,887 ORD shares are deemed to be beneficially owned by Glenn R. Carlson as a control person of the investment adviser. Mr. Carlson disclaims any direct ownership of the shares reported in this Schedule 13G, except for an amount that is substantially less than one per cent of the number of shares reported herein.	
10	Check box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)	| |
11	Percent of Class Represented by Amount in Row (9)	5.4%
12	Type of Reporting Person (See Instructions)	IN, OO (Control Person)

CUSIP No. 7377273102

1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)	Jeffrey A. Busby
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) [ ] (b) [ ]	
3.	SEC Use Only	
4	Citizenship or place of organization	USA

Number of Shares Beneficially Owned By Each Reporting Person With.	5	Sole Voting Power
	6	Shared Voting Power 20,887,376 ADR and 40,182,887 ORD
	7	Sole Dispositive Power
	8	Shared Dispositive Power 27,096,165 ADR and 40,182,887 ORD

9 Aggregate Amount Beneficially Owned by Each Reporting Person

27,096,165 ADR and 40,182,887 ORD shares are deemed to be beneficially owned by Jeffrey A. Busby, a control person of the investment adviser. Mr. Busby disclaims any direct ownership of the shares reported in this Schedule 13G, except for an amount that is substantially less than one per cent of the number of shares reported herein.

10 Check box if the Aggregate Amount in Row (9) Excludes Certain Shares

(See Instructions) | |

11 Percent of Class Represented by Amount in Row (9)

12 Type of Reporting Person (See Instructions) IN, OO (Control Person)

Item 1(a) Name of Issuer:

Portugal Telecom, SGPS, S.A.

Item 1(b) Address of Issuer's Principal Executive Offices:

Ave. Fontes Pereira Melo, 40,1069-300 Lisbon, Portugal

Item 2(a) Name of Person Filing:

(i) Brandes Investment Partners, LLC

(ii) Brandes Investment Partners, Inc.

(iii) Brandes Worldwide Holdings, L.P.

(iv) Charles H. Brandes

(v) Glenn R. Carlson

(vi) Jeffrey A. Busby

Item 2(b) Address of Principal Business office or, if None, Residence:

(i) 11988 El Camino Real, Suite 500, San Diego, CA 92130

(ii) 11988 El Camino Real, Suite 500, San Diego, CA 92130

(iii) 11988 El Camino Real, Suite 500, San Diego, CA 92130

(iv) 11988 El Camino Real, Suite 500, San Diego, CA 92130

(v) 11988 El Camino Real, Suite 500, San Diego, CA 92130

(vi) 11988 El Camino Real, Suite 500, San Diego, CA 92130

Item 2(c) Citizenship

(i) Delaware

(ii) California

(iii) Delaware

(iv) USA

(v) USA

(vi) USA

Item 2(d) Title of Class Securities:

American Depository Receipts and Common Shares

Item 2(e) CUSIP Number:

737273102

Item 3. If this statement is filed pursuant to ss.ss. 240.13d-1(b), or 240.13d-2(b) or (c), check whether the person filing is a:

(a) |_| Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).

(b) |_| Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).

(c) |_| Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).

(d) |_| Investment company registered under section 8 of the Investment Company Act (15 U.S.C. 80a-8).

(e) |_| An investment adviser in accordance with ss. 240.13d-1(b)(1)(ii)(E).

(f) |_| An employee benefit plan or endowment fund in accordance with ss. 240.13d-1(b)(ii)(F).

(g) |_| A parent holding company or control person in accordance with ss. 240.13d-1(b)(1)(ii)(G).

(h) |_| A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).

(i) |_| A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the InvestmentCompany Act of 1940 (15 U.S.C. 80a-3).

(j) |X| Group, in accordance withss.240.13d-1(b)(1)(ii)(J).

This statement is filed by Brandes Investment Partners, LLC, an investment adviser registered under the Investment Advisers Act of 1940, its control persons and its holding company. (See, also, Exhibit A.)

Item 4. Ownership:

(a) Amount Beneficially Owned: 27,096,165 ADR and 40,182,887 ORD

(b) Percent of Class: 5.4%

(c) Number of shares as to which the joint filers have:

(i) sole power to vote or to direct the vote: 0

(ii) shared power to vote or to direct the vote:20,887,376 ADR and 40,182,887 ORD

(iii) sole power to dispose or to direct the disposition of: 0

(iv) shared power to dispose or to direct the disposition of: 27,096,165 ADR and 40,182,887 ORD

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class securities, check the following |_|. N/A

Item 6. Ownership of More than Five Percent on Behalf of Another Person. N/A

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

N/A

Item 8. Identification and Classification of Members of the Group.
See Exhibit A

Item 9. Notice of Dissolution of Group.
N/A

Item 10. Certification:

(a) The following certification shall be included if the statement is filed pursuant to ss. 240.13d-1(b):

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable 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.

Date: February 17, 2004

BRANDES INVESTMENT PARTNERS, LLC

By: /s/ Adelaide Pund

Adelaide Pund as Attorney-In-Fact for
Charles H. Brandes, President of
Brandes Investment Partners, Inc., a Member

BRANDES INVESTMENT PARTNERS, INC.

By: /s/ Adelaide Pund

Adelaide Pund as Attorney-In-Fact for
Charles H. Brandes, President

BRANDES WORLDWIDE HOLDINGS, L.P.

By: /s/ Adelaide Pund

Adelaide Pund as Attorney-In-Fact for

Charles H. Brandes, President of
Brandes Investment Partners, Inc., its
General Partner

By: /s/ Adelaide Pund

Adelaide Pund as Attorney-In-Fact for
Charles H. Brandes, Control Person

By: /s/ Adelaide Pund

Adelaide Pund as Attorney-In-Fact for
Glenn R. Carlson, Control Person

By: /s/ Adelaide Pund

Adelaide Pund as Attorney-In-Fact for
Jeffrey A. Busby, Control Person

EXHIBIT A

IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

Pursuant to Rule 13d-1(b)(ii)(J) and Rule 13d-1(k)(1) under the Securities and Exchange Act of 1934, the members of the group making this joint filing are identified and classified as follows:

NAME	CLASSIFICATION
Brandes Investment Partners, LLC (the "Investment Adviser")	Investment adviser registered under Inves Advisers Act of 1940
Brandes Investment Partners, Inc.	A control person of the Investment Advise
Brandes Worldwide Holdings, L.P.	A control person of the Investment Advise
Charles H. Brandes	A control person of the Investment Advise
Glenn R. Carlson	A control person of the Investment Advise
Jeffrey A. Busby	A control person of the Investment Advise

EXHIBIT B

JOINT FILING AGREEMENT PURSUANT TO RULE 13D-1

This agreement is made pursuant to Rule 13d-1(b)(ii)(J) and Rule 13d-1(k)(1) under the Securities and Exchange Act of 1934 (the "Act") by and among the parties listed below, each referred to herein as a "Joint Filer." The Joint Filers agree that a statement of beneficial ownership as required by Sections 13(g) or 13(d) of the Act and the Rules thereunder may be filed on each of their behalf on Schedule 13G or Schedule 13D, as appropriate, and that said joint filing may thereafter be amended by further joint filings. The Joint Filers state that they each satisfy the requirements for making a joint filing under Rule 13d-1.

Dated: February 14, 2003

BRANDES INVESTMENT PARTNERS, LLC

By: /s/ Charles H. Brandes

Charles H. Brandes, President of Brandes Investment Partners, Inc., a Member

BRANDES INVESTMENT PARTNERS, INC.

By: /s/ Charles H. Brandes

Charles H. Brandes, President

BRANDES WORLDWIDE HOLDINGS, L.P.

By: /s/ Charles H. Brandes

Charles H. Brandes, President of Brandes Investment Partners, Inc., its General Partner

By: /s/ Charles H. Brandes

Charles H. Brandes, Control Person

By: /s/ Glenn R. Carlson

Glenn R. Carlson, Control Person

By: /s/ Jeffrey A. Busby

Jeffrey A. Busby, Control Person

EXHIBIT C

DISCLAIMER OF BENEFICIAL OWNERSHIP

Brandes Investment Partners, Inc., Brandes Worldwide Holdings, L.P., Charles H. Brandes, Glenn R. Carlson and Jeffrey A. Busby, disclaim beneficial interest as to the shares referenced above, except for an amount equal to substantially less than one percent of the shares reported on this Schedule 13G. None of these entities or individuals holds the above-referenced shares for its/his own account except on a de minimis basis.

EXHIBIT D

POWER OF ATTORNEY FOR
SCHEDULES 13G AND FORMS 13F

I, Charles Brandes, as director and president of Brandes Investment Partners, Inc., which is a General Partner of Brandes Worldwide Holdings, L.P., and which is also a member of Brandes Investment Partners, LLC, hereby appoint Ian N. Rose and Adelaide Pund as attorneys-in-fact and agents, in all capacities, to execute, on my behalf and on behalf of Brandes Investment Partners, Inc., Brandes Investment Partners, LLC, and Brandes Worldwide Holdings, L.P., to file with the appropriate issuers, exchanges and regulatory authorities, any and all Schedules 13G and Forms 13F and documents relating thereto required to be filed under the Securities and Exchange Act of 1934, including exhibits, attachments and amendments thereto and request for confidential treatment of information contained therein in connection with my being a "control person" (as contemplated for purposes of Schedule 13G and Form 13F) of Brandes Investment Partners, LLC, its subsidiaries and affiliates. I hereby grant to said attorneys-in-fact full authority to do every act necessary to be done in order to effectuate the same as fully, to all intents and purposes, as I could if personally present, thereby ratifying all that said attorneys-in-fact and agents may lawfully do or cause to be done by virtue hereof.

I hereby execute this Power of Attorney as of this 17th day of February 2004.

/s/ Charles H. Brandes

Charles H. Brandes

EXHIBIT D

POWER OF ATTORNEY FOR SCHEDULES 13G

I, Glenn R. Carlson, hereby appoint Ian N. Rose and Adelaide Pund as attorneys-in-fact and agents, in all capacities, to execute, on my behalf, and to file with the appropriate issuers, exchanges and regulatory authorities, any and all Schedules 13G and documents relating thereto required to be filed under the Securities and Exchange Act of 1934, including exhibits, attachments and amendments thereto and request for confidential treatment of information contained therein in connection with my being a "control person" (as contemplated for purposes of Schedule 13G) of Brandes Investment Partners, LLC, its subsidiaries and affiliates. I hereby grant to said attorneys-in-fact full authority to do every act necessary to be done in order to effectuate the same as fully, to all intents and purposes, as I could if personally present, thereby ratifying all that said attorneys-in-fact and agents may lawfully do or cause to be done by virtue hereof.

I hereby execute this Power of Attorney as of this 17th day of February 2004.

/s/ Glenn R. Carlson

Glenn R. Carlson

EXHIBIT D

POWER OF ATTORNEY FOR SCHEDULES 13G

I, Jeffrey A. Busby hereby appoint Ian N. Rose and Adelaide Pund as attorneys-in-fact and agents, in all capacities, to execute, on my behalf, and to file with the appropriate issuers, exchanges and regulatory authorities, any and all Schedules 13G and documents relating thereto required to be filed under

the Securities and Exchange Act of 1934, including exhibits, attachments and amendments thereto and request for confidential treatment of information contained therein in connection with my being a "control person" (as contemplated for purposes of Schedule 13G) of Brandes Investment Partners, LLC, its subsidiaries and affiliates. I hereby grant to said attorneys-in-fact full authority to do every act necessary to be done in order to effectuate the same as fully, to all intents and purposes, as I could if personally present, thereby ratifying all that said attorneys-in-fact and agents may lawfully do or cause to be done by virtue hereof.

I hereby execute this Power of Attorney as of this 17th day of February 2004.

/s/ Jeffrey A. Busby

Jeffrey A. Busby