

Edgar Filing: NTL INC - Form SC 13G

NTL INC
Form SC 13G
February 12, 2003

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b) (c), and (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2(b)

(Amendment No. 1) (1)

NTL Incorporated
(Name Of Issuer)

Common Stock, par value \$0.01 per share
(Title of Class of Securities)

629407107
(Cusip Number)

December 31, 2002
(Date of Event Which Requires Filing of this Statement)

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

Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

(1) 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 ("the 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).

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CUSIP NO. 629407107

13G

1 NAME OF REPORTING PERSON
SS. OR IRS. IDENTIFICATION NO. OF ABOVE PERSON

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Verizon Communications Inc. #23-2259884

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) | |
(b) |X|

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 5 SOLE VOTING POWER
SHARES 0 shares of Common Stock

BENEFICIALLY 6 SHARED VOTING POWER
OWNED BY 0 shares of Common Stock

EACH 7 SOLE DISPOSITIVE POWER
REPORTING 0 shares of Common Stock

PERSON 8 SHARED DISPOSITIVE POWER
WITH 0 shares of Common Stock

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0 shares of Common Stock

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

| |

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0% OF THE AGGREGATE OF THE ISSUER'S COMMON STOCK, PAR VALUE \$0.01 PER SHARE.

12 TYPE OF REPORTING PERSON*

CO

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CUSIP NO. 629407107

13G

1 NAME OF REPORTING PERSON
SS. OR IRS. IDENTIFICATION NO. OF ABOVE PERSON

NYNEX Corporation #13-3180909

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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) | |
(b) |X|

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF	5	SOLE VOTING POWER
SHARES		0 shares of Common Stock

BENEFICIALLY	6	SHARED VOTING POWER
OWNED BY		0 shares of Common Stock

EACH	7	SOLE DISPOSITIVE POWER
REPORTING		0 shares of Common Stock

PERSON	8	SHARED DISPOSITIVE POWER
WITH		0 shares of Common Stock

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0 shares of Common Stock

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

| |

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0% OF THE AGGREGATE OF THE ISSUER'S COMMON STOCK, PAR VALUE \$0.01 PER SHARE.

12 TYPE OF REPORTING PERSON*

CO

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CUSIP NO. 629407107

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1 NAME OF REPORTING PERSON
SS. OR IRS. IDENTIFICATION NO. OF ABOVE PERSON

Bell Atlantic Worldwide Services Group, Inc. #13-3189540

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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) | |
(b) |X|

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 5 SOLE VOTING POWER
SHARES 0 shares of Common Stock
BENEFICIALLY 6 SHARED VOTING POWER
OWNED BY 0 shares of Common Stock
EACH 7 SOLE DISPOSITIVE POWER
REPORTING 0 shares of Common Stock
PERSON 8 SHARED DISPOSITIVE POWER
WITH 0 shares of Common Stock

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0 shares of Common Stock

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

| |

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0% OF THE AGGREGATE OF THE ISSUER'S COMMON STOCK, PAR VALUE \$0.01 PER SHARE.

12 TYPE OF REPORTING PERSON*

CO

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CUSIP NO. 629407107

13G

1 NAME OF REPORTING PERSON
SS. OR IRS. IDENTIFICATION NO. OF ABOVE PERSON

Bell Atlantic Network Systems Company #13-3312590

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

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(a) | |
(b) |X|

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 5 SOLE VOTING POWER
SHARES 0 shares of Common Stock

BENEFICIALLY 6 SHARED VOTING POWER
OWNED BY 0 shares of Common Stock

EACH 7 SOLE DISPOSITIVE POWER
REPORTING 0 shares of Common Stock

PERSON 8 SHARED DISPOSITIVE POWER
WITH 0 shares of Common Stock

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0 shares of Common Stock

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

| |

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0% OF THE AGGREGATE OF THE ISSUER'S COMMON STOCK, PAR VALUE \$0.01 PER SHARE.

12 TYPE OF REPORTING PERSON*

CO

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Item 1.

(a) Name of Issuer

NTL Incorporated ("NTLI")

(b) Address of Issuer's Principal Executive Offices

110 East 59th Street
New York, New York 10022

Item 2.

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(a) Name of Persons Filing

Verizon Communications Inc. ("Verizon")
NYNEX Corporation ("NYNEX")
Bell Atlantic Worldwide Services Group, Inc. ("WSG")
Bell Atlantic Network Systems Company ("NSC")

(b) Address of Principal Business Office or, if none, Residence

For each of Verizon, NYNEX, WSG and NSC:

1095 Avenue of the Americas
New York, New York 10036

(c) Citizenship

Each of Verizon, NYNEX, WSG and NSC is incorporated under the laws of the State of Delaware.

(d) Title of Class of Securities

Common Stock, par value \$0.01 per share

(e) Cusip Number

629407107

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Item 3. If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b), check whether the person filing is a:

- (a) | | Broker or Dealer registered under Section 15 of the Exchange Act
- (b) | | Bank as defined in Section 3(a)(6) of the Exchange Act
- (c) | | Insurance Company as defined in Section 3(a)(19) of the Exchange Act
- (d) | | Investment Company registered under Section 8 of the Investment Company Act
- (e) | | Investment Adviser in accordance with Rule 13d-1(b)(1)(ii)(E)
- (f) | | Employee Benefit Plan or Endowment Fund in accordance with 13d-1(b)(1)(ii)(F)
- (g) | | Parent Holding Company or Control Person in accordance with Rule 13d-1(b)(1)(ii)(G)
- (h) | | Savings Association as defined in Section 3(b) of the Federal Deposit Insurance Act
- (i) | | Church Plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act
- (j) | | Group, in accordance with Rule 13d-1(b)(1)(ii)(J)

Item 4. Ownership

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- (a) Amount Beneficially Owned:
0 shares of Common Stock
- (b) Percent of Class: 0%
- (c) Number of shares as to which such person has:
 - (i) sole power to vote or to direct the vote: 0
 - (ii) shared power to vote or to direct the vote: 0
 - (iii) sole power to dispose or to direct the disposition of: 0
 - (iv) shared power to dispose or to direct the disposition of: 0

All of the shares of the Common Stock of NTLI previously owned of record or beneficially by Verizon and its subsidiaries were sold in December 2002. Accordingly,

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none of the reporting persons have any power to vote and dispose of, or to direct the vote and disposition of, any shares of the Common Stock of NTLI.

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

This statement is being filed to report the fact that as of the date hereof the reporting persons have ceased to be the beneficial owners of more than five percent of the Common Stock of NTLI.

Item 6. Ownership of More Than Five Percent on Behalf of Another Person:

Not Applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported On by the Parent Holding Company:

See Item 4.

Item 8. Identification and Classification of Members of the Group:

Not Applicable.

Item 9. Notice of Dissolution of Group:

Not Applicable.

Item 10. Certifications:

Not Applicable.

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SIGNATURES

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.

February 12, 2003

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VERIZON COMMUNICATIONS INC.

/s/ Marianne Drost

Signature

Marianne Drost - Corporate Secretary

Name/Title

NYNEX CORPORATION

/s/ Robert Erb

Signature

Robert Erb - Assistant Secretary

Name/Title

BELL ATLANTIC WORLDWIDE SERVICES
GROUP, INC.

/s/ Richard G. Warren

Signature

Richard G. Warren - Assistant Secretary

Name/Title

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BELL ATLANTIC NETWORK SYSTEMS
COMPANY

/s/ Audrey Prashker

Signature

Audrey Prashker - Assistant Secretary

Name/Title

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EXHIBIT A

AGREEMENT AS TO JOINT FILING OF
SCHEDULE 13G

In accordance with Rule 13d-1(k) (1) under the Securities Exchange Act of 1934, the persons named below agree to the joint filing on behalf of each of them of a Statement on Schedule 13G (including amendments thereto) with respect to the

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Common Stock of NTL Incorporated and further agree that this Joint Filing Agreement be included as an Exhibit to such joint filings. In evidence thereof, the undersigned hereby execute this Agreement as of the 6th day of April, 2001.

VERIZON COMMUNICATIONS INC.

/s/ Marianne Drost

Signature

Marianne Drost - Corporate Secretary

Name/Title

NYNEX CORPORATION

/s/ Robert Erb

Signature

Robert Erb - Assistant Secretary

Name/Title

BELL ATLANTIC WORLDWIDE SERVICES
GROUP, INC.

/s/ Richard Weiss

Signature

Richard Weiss - Assistant Comptroller

Name/Title

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BELL ATLANTIC NETWORK SYSTEMS
COMPANY

/s/ Audrey Prashker

Signature

Audrey Prashker - Assistant Secretary

Name/Title

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