

PHILIPPINE LONG DISTANCE TELEPHONE CO

Form 6-K

June 08, 2004

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

Report on Form 6-K dated June 8, 2004

(Commission File No. 1-15024)

PHILIPPINE LONG DISTANCE TELEPHONE COMPANY

(Name of Registrant)

Ramon Cojuangco Building

Makati Avenue, Makati City

Philippines 0721

(Address of Principal Executive Officers)

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Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F:

Form 20-F: y Form 40-F: o

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101 (b) (1):

Yes: o No: y

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101 (b) (7):

Yes: o No: y

Indicate by check mark whether the registrant by furnishing the information contained in this form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934:

Yes: o No: y

Enclosure:

A copy of the disclosure letter we sent today to the Philippine Stock Exchange and the Securities and Exchange Commission with respect to certain discloseable events/information.

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Security Code # CM-040

June 8, 2004

Philippine Stock Exchange

Philippine Stock Exchange Center

Exchange Road, Ortigas Center

Pasig City

Attention: Ms. Jurisita M. Quintos

Senior Vice President__

Gentlemen:

In compliance with Section 17.1 (b) of the Securities Regulation Code, we submit herewith a copy of a Current Report with respect to certain discloseable events/information.

This shall serve as the disclosure letter for the purpose of complying with PSE Revised Disclosure Rules.

Very truly yours,

PHILIPPINE LONG DISTANCE TELEPHONE COMPANY

MA. LOURDES C. RAUSA-CHAN

Corporate Secretary

June 8, 2004

Securities and Exchange Commission

SEC Building

EDSA, Mandaluyong City

Attention: Atty. Justina F. Callangan

Director, Corporate Finance Dept.

Gentlemen:

In accordance with Section 17.1 (b) of the Securities Regulation Code, we submit herewith five (5) copies of a Current Report with respect to certain discloseable events/information.

Thank you.

Very truly yours,

PHILIPPINE LONG DISTANCE TELEPHONE COMPANY

MA. LOURDES C. RAUSA-CHAN

Corporate Secretary

COVER SHEET

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S.E.C. Registration No.

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OF THE SECURITIES REGULATION CODE

1. June 8, 2004 _____

Date of Report (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 or Industry Classification Code:

Incorporation

7. Makati Avenue, Makati City, Philippines _____

Address of principal office Postal Code

8. (632) 814-3664 _____

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 Securities Regulation Code

Title of Each Class Number of Shares of Common Stock

Outstanding and Amount of Debt Outstanding

11. Indicate the item numbers reported herein: _____

We disclose that at the Annual Meeting of Stockholders of the Company held on June 8, 2004, the following persons were elected as directors of the Company for the ensuing corporate year:

- Antonio O. Cojuangco Albert F. del Rosario
- Helen Y. Dee Pedro E. Roxas
- Ray C. Espinosa Juan B. Santos
- Napoleon L. Nazareno Teresita T. Sy
- Bienvenido F. Nebres Mitsuhiro Takase

Manuel V. Pangilinan Shigeru Yoshida

Corazon S. de la Paz

At least four (4) of the elected directors namely, Rev. Fr. Bienvenido F. Nebres, S.J., Mr. Pedro E. Roxas, Mr. Juan B. Santos and Ms. Teresita T. Sy are independent directors who are not officers or employees of the Company or any of its subsidiaries, and do not have a relationship with the Company or any of its subsidiaries which could, or could be reasonably perceived to, materially interfere with the exercise of independent judgment in carrying out their responsibilities as directors.

At the meeting of the Board of Directors of the Company that immediately followed the adjournment of the said Annual Meeting of Stockholders, the following persons were elected to the positions indicated opposite their respective names:

NAME	POSITION
Manuel V. Pangilinan	Chairman of the Board
Napoleon L. Nazareno	President & CEO
Maria Lourdes C. Rausa-Chan	Senior Vice President, Corporate Secretary and General Counsel
Anabelle L. Chua	Senior Vice President and Treasurer
George N. Lim	Senior Vice President
Claro Carmelo P. Ramirez	Senior Vice President
Victorico P. Vargas	Senior Vice President
Rosalie R. Montenegro	Senior Vice President
Ariel A. Roda	Senior Vice President
Alfredo S. Panlilio	Senior Vice President
Ernesto R. Alberto	Senior Vice President
Jun R. Florencio	First Vice President and Audit and Assurance Head

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Celso T. Dimarucut	First Vice President and Controller
Florentino D. Mabasa, Jr.	First Vice President, Assistant Corporate Secretary and Acting Corporate Governance Compliance Officer
Eriberto B. Gesalta	First Vice President
Ramon B. Rivera, Jr.	First Vice President
Eugenio F. Garcia	First Vice President
Emiliano R. Tanchico, Jr.	First Vice President
Ricardo M. Sison	First Vice President
Jesus C. Pasicolan	First Vice President
Miguela F. Villanueva	First Vice President
Cesar M. Enriquez	First Vice President
Menardo G. Jimenez, Jr.	First Vice President
Raymond S. Relucio	First Vice President
Erlinda S. Kabigting	Vice President
Alfredo B. Carrera	Vice President
Mario C. Encarnacion	Vice President
Ma. Luz Natividad A. Lim	Vice President
Ramon Alger P. Obias	Vice President
Jesus M. Tañedo	Vice President
Richard H. Pratte	Vice President
Leo I. Posadas	Vice President
Nerissa S. Ramos	Vice President

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Ricardo C. Rodriguez	Vice President
Arnel S. Crisostomo	Vice President
Rebecca Jeanine R. De Guzman	Vice President
Jose Antonio T. Valdez	Vice President
Emeraldo L. Hernandez	Vice President
Joseph Nelson M. Ladaban	Vice President

Also at the same meeting:

(1) The following were appointed members of the Advisory Board/Committee:

Amado S. Bagatsing

Oscar S. Reyes

Roberto R. Romulo

Benny S. Santoso

Christopher H. Young

Ricardo R. Zarate

(2) The following were appointed Chairmen and Members of the Audit Committee, Executive Compensation Committee, Nomination Committee and Finance Committee:

Audit Committee

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Rev. Fr. Bienvenido F. Nebres, S.J., Chairman

Pedro E. Roxas, Member

Juan B. Santos, Member

Corazon S. de la Paz, Advisor

Roberto R. Romulo, Advisor

Shigeru Yoshida, Advisor

Executive Compensation Committee

Albert F. del Rosario, Chairman

Ray C. Espinosa, Member

Pedro E. Roxas, Member

Oscar S. Reyes, Member

Shigeru Yoshida, Advisor

Nomination Committee

Rev. Fr. Bienvenido F. Nebres, Chairman

Pedro E. Roxas, Voting Member

Juan B. Santos, Voting Member

Victorico P. Vargas, Non-voting Member

Finance Committee

Corazon S. dela Paz, Chairman

Antonio O. Cojuangco, Member

Teresita T. Sy, Member

Amado S. Bagatsing, Member

Christopher H. Young, Member

Mitsuhiro Takase, Advisor

The Chairman (Rev. Fr. F. Nebres, S.J.) and two (2) members (Messrs. Pedro E. Roxas and Juan B. Santos) of the Audit Committee and Nomination Committee are Independent Directors. At least one (1) member (Mr. Pedro E. Roxas) of the Executive Compensation Committee is an Independent Director. At least one (1) member (Ms. Teresita T. Sy) of the Finance Committee is an Independent Director.

(3) Sycip Gorres Velayo & Co. was appointed as the Company's independent auditors to audit the financial statements of the Company for the fiscal year 2004.

Pursuant to the requirements of the Securities Regulation Code, the Company has duly caused this Report to be signed on its behalf by the undersigned hereunto duly authorized.

PHILIPPINE LONG DISTANCE

TELEPHONE COMPANY

By:

MA. LOURDES C. RAUSA-CHAN

Corporate Secretary

June 8, 2004

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: MA. LOURDES C. RAUSA-CHAN

Corporate Secretary

Date: June 8, 2004

