

TELE CENTRO OESTE CELULAR PARTICIPACOES
Form 6-K
June 02, 2005

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 June, 2005

Commission File Number 001-14489

TELE CENTRO OESTE CELULAR PARTICIPAÇÕES S.A.

(Exact name of registrant as specified in its charter)

Tele Centro Oeste Celular Participações Holding Company

(Translation of Registrant's name into English)

SCS - Quadra 2, Bloco C, Edifício Anexo-Telebrasil Celular
-7° Andar, Brasília, D.F.
Federative Republic of Brazil
(Address of principal executive office)

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 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 No

TELE CENTRO OESTE CELULAR PARTICIPAÇÕES S.A.

Publicly-held Company
CVM nº 1761-2
C.N.P.J. nº 02.558.132/0001-69
N.I.R.E. 53.3.000.058.0-0

NOTICE TO SHAREHOLDERS

We hereby communicate to the Shareholders, in supplementation to the Notice to Shareholders published on April 01, 2005, that:

(a) where as not all the shares offered at the auctions held on May 20 and 25, 2005 in the São Paulo Stock Exchange – BOVESPA for placement of shares resulting from the reverse split of shares of the Company have been sold; and

(b) where as the unsold shares will be offered again for sale at an auction to be held on May 31, 2005 and, if necessary, at other auctions up to that time as all the shares are sold.

The proceeds from the sale of the shares traded at the auctions held on May 20 and 25, 2005 and at the subsequent auction(s) will be made available to the holders of fractional shares after the placement of all the shares, on such date and in such manner as may be previously communicated to the shareholders.

The shares to be offered at the auctions have not been registered under the North-American Securities Act, 1933, as amended (the " *Securities Act* ") and may not be offered or sold in the United States of America or to any U.S. person (as such term is defined in *Regulation S* under the *Securities Act*), unless said shares are registered under the terms of the *Securities Act* or in case of an exception to the registration requirements under the terms of the *Securities Act* .

Brasília, May 25, 2005

Arcadio Luis Martinez Garcia
Investor Relations Officer
Tele Centro Oeste Celular Participações S.A.

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SIGNATURE

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.

