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UNICREDITO ITALIANO SPA  
Form SC 13D/A  
August 07, 2003

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

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SCHEDULE 13D  
(RULE 13d-101)  
UNDER THE SECURITIES EXCHANGE ACT OF 1934

(AMENDMENT NO. 11)

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TELECOM ITALIA S.p.A.  
(Name of Issuer)

ORDINARY SHARES OF EURO 0.55 PAR VALUE  
PER ORDINARY SHARE  
(Title of Class of Securities)

87927W10  
(CUSIP Number)

FRANCO GIANNI PAPA  
UNICREDITO ITALIANO S.p.A.  
375 PARK AVENUE  
NEW YORK, NY 10152  
212-546-9601  
(Name, Address and Telephone Number of Person Authorized to  
Receive Notices and Communications)

MAY 24, 2003  
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b) (3) or (4), check the following box [ ].

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

(Continued on following pages)

(Page 1 of 4 Pages)

SCHEDULE 13D

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CUSIP No. 87927W10

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1. NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)  
  
UniCredito Italiano S.p.A.

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

3. SEC USE ONLY

4. SOURCE OF FUNDS  
  
WC

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION  
  
Republic of Italy

7. SOLE VOTING POWER - 1,357,768

NUMBER OF SHARES  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON WITH

8. SHARED VOTING POWER - 2,891,656,682 (See I

9. SOLE DISPOSITIVE POWER - 0

10. SHARED DISPOSITIVE POWER - 2,891,656,682 (See

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
2,893,014,450  
(See Item 5)

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

14. TYPE OF REPORTING PERSON - CO

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This Amendment No. 11 amends the Statement on Schedule 13D, dated October 25, 2001, as amended (as previously amended, the "Statement on Schedule 13D"), filed by UniCredito Italiano S.p.A., a company organized under the laws of the Republic of Italy ("UniCredito"), with respect to the ordinary shares, euro 0.55 par value per share, of Telecom Italia S.p.A., a company incorporated under the laws of the Republic of Italy. Capitalized terms used in this Amendment without definition have the meanings ascribed to them in the Statement on Schedule 13D.

UniCredito, Pirelli, Edizione Holding, IntesaBci S.p.A. (now Banca Intesa S.p.A.) ("Intesa"), Olimpia S.p.A. ("Olimpia") and, as discussed in Items 4 and 6 of Amendment No. 6 to the Statement on Schedule 13D, Hopa S.p.A. ("Hopa") are members of a group with respect to the Telecom Italia Shares. This Amendment constitutes a separate filing on Schedule 13D by UniCredito in accordance with Rule 13d-1(k)(2) under the Securities Exchange Act of 1934, as amended.

Item 4. PURPOSE OF TRANSACTION

A shareholders' meeting of Telecom Italia held on May 24, 2003 resolved to approve the Olivetti Merger (as that term is defined in Amendment No. 8 to the Statement on Schedule 13D). A copy of a press release issued by Telecom Italia concerning, inter alia, the approval of the Olivetti Merger by Telecom Italia's shareholders is filed as an Exhibit to Amendment No. 19 to Pirelli's Schedule 13D, dated May 28, 2003, filed as Exhibit 32 to this Schedule 13D and incorporated by reference herein. A shareholders' meeting of Olivetti held on May 26, 2003 also resolved to approve the Olivetti Merger.

Item 7. MATERIAL TO BE FILED AS EXHIBITS.

EXHIBIT NO.	DESCRIPTION
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Exhibit 32	Press release of Telecom Italia S.p.A., dated as of May 24, 2003 (incorporated by reference to Exhibit 47 to the Schedule 13D, dated May 28, 2003, filed with the Securities and Exchange Commission by Pirelli S.p.A.)

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.

UNICREDITO ITALIANO S.p.A.

By: /s/ Maurizia Angelo Comneno  
-----  
Name: Maurizia Angelo Comneno  
Title: Executive Officer

By: /s/ Elisabetta Magistretti  
-----  
Name: Elisabetta Magistretti  
Title: Executive Officer

Dated: August 6, 2003

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none" align="center" valign="top"> Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).  
Represents trust shares (the "Trust Shares") of beneficial interests in P&O Princess Voting Trust (the "Trust"). In connection with the dual listed company transaction between Carnival plc (fka P&O Princess Cruises plc) and Carnival Corporation (the "DLC Transaction"), Carnival plc issued one special voting share to the Trust and, following a series of transactions, the Trust Shares were distributed to  
(1) holders of common stock of Carnival Corporation (the "Carnival Corporation Common Stock"). Since completion of the DLC Transaction on April 17, 2003, if Carnival Corporation issues Carnival Corporation Common Stock to a person, the Trust will issue an equivalent number of Trust Shares to such person. The Trust Shares are paired with shares of Carnival Corporation Common Stock and are represented by the same stock certificate. The Trust Shares represent a beneficial interest in the Carnival plc special voting share.  
(2) Grant of restricted stock made pursuant to the Carnival Corporation 2002 Stock Plan. The restriction on the shares lapse on the third anniversary of the grant date.  
(3) Includes shares acquired pursuant to purchase under, or the dividend reinvestment feature of, the Carnival Corporation Employee Stock Purchase Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.