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AMDOCS LTD
Form SC 13D/A
June 21, 2001

SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

SCHEDULE 13D/A
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO
RULE 13d-2(a)

(Amendment No. 3)

AMDOCS LIMITED

(Name of Issuer)

Ordinary Shares, par value (pound)0.01

(Title of Class of Securities)

G02602 10 3

(Cusip Number)

Wayne Wirtz, Esq.
SBC Communications Inc.
175 East Houston
San Antonio, TX 78205
(210) 351-3736

(Name and Address, and Telephone Number of Person
Authorized to Receive Notices and Communications)

June 19, 2001

(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(e), 13d-1(f) or 13d-1(g), check the following box [].

(continued on following pages)
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1 NAME OF REPORTING PERSON SBC INTERNATIONAL INC.
 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON 43-1380735

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) []
 (b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS
 IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

| | | | |
|--|----|--|-------------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER | 0 |
| | 8 | SHARED VOTING POWER | 30,654,138* |
| | | * Does not include 10,781,798 non-voting Shares. | |
| | 9 | SOLE DISPOSITIVE POWER | 0 |
| | 10 | SHARED DISPOSITIVE POWER | 31,435,936* |
| | | * Does not include 10,000,000 shares for which reporting person has voting rights only. | |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED
 BY EACH REPORTING PERSON 41,435,936

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 18.6%

14 TYPE OF REPORTING PERSON CO

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1 NAME OF REPORTING PERSON SBC OPTION DELIVERY, LLC
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) []
(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS
IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

| | | | |
|--|----|--------------------------|------------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER | 0 |
| | 8 | SHARED VOTING POWER | 17,448,823 |
| | 9 | SOLE DISPOSITIVE POWER | 0 |
| | 10 | SHARED DISPOSITIVE POWER | 17,448,823 |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON 17,448,823

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 7.9%

14 TYPE OF REPORTING PERSON CO

AMENDMENT NO. 3 TO SCHEDULE 13D
RELATING TO ORDINARY SHARES
OF AMDOCS LIMITED

This Amendment No. 3 to the Schedule 13D filed on February 22, 2000 (the "Original 13D"), by SBC Communications Inc. ("SBC") and SBC International Inc. ("SBCI") is being filed to report the disposition of ordinary shares of Amdocs Limited (the "Company").

Item 1. Security and Issuer

This statement relates to the Ordinary Shares, par value (pound)0.01 (the "Shares"), of Amdocs Limited, a company organized under the laws of the Island of Guernsey. The Shares trade on the New York Stock Exchange under the symbol "DOX". The principal executive office of the Company is Suite 5, Tower Hill House Le Bordage, St. Peter Port, Island of Guernsey, GY1 3QT Channel Islands.

Item 4. Purpose of Transaction

Since the filing of Amendment No. 2 on February 27, 2001, SBC has disposed of 2,242,722 Shares through open market sales, charitable contributions, or employee bonuses.

Item 5. Interest in Securities of the Issuer

(a) SBCI beneficially owns 41,435,936 Shares representing 18.6% of the outstanding ordinary Shares class. SBCO beneficially owns 17,448,823 Shares representing 7.9% of the ordinary Shares class. As of March 31, 2001, the capital structure of Amdocs Limited consists of 222,196,000 Shares (according to Form 6-K filed by Amdocs Limited for the period ending March 31, 2001). SBC possesses ultimate beneficial ownership of the reported Shares by virtue of its ownership of SBCI and SBCO.

(b) SBCI beneficial ownership interest (1,2):

| | |
|--|-------------------|
| Percent of class: | 18.6% |
| Sole power to vote or to direct the vote: | 0 Shares |
| Shared power to vote or to direct the vote: | 30,654,138 Shares |
| Sole power to dispose or to direct the disposition of: | 0 Shares |
| Shared power to dispose or direct the disposition of: | 31,435,936 Shares |

SBCO beneficial ownership interest (1):

| | |
|--|-------------------|
| Percent of class: | |
| 7.9% | |
| Sole power to vote or to direct the vote: | 0 Shares |
| Shared power to vote or to direct the vote: | 17,448,823 Shares |
| Sole power to dispose or to direct the disposition of: | 0 Shares |
| Shared power to dispose or direct the disposition of: | 17,448,823 Shares |

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- (1) Each of SBC and SBCI has ultimate control over these Shares by virtue of their ownership of SBCO.
- (2) Does not include 10,781,798 Shares which are non-voting so long as they are directly or indirectly owned by SBC. Each non-voting Share will convert into one Share with voting rights upon its sale.

(c) During the past sixty days, SBCI disposed of Shares as follows:

| Transaction Date | Type of Transaction | Number of Shares | Price Per Share |
|------------------|-------------------------|------------------|-------------------|
| 4/25 - 4/30/01 | Open Market Sales | 1,700,000 | \$55.00 - \$59.80 |
| 5/4/01 | Charitable Contribution | 31,932 | N/A |
| 6/19/01 | Employee Bonuses | 251,460 | N/A |

(d) None.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

In June 1998, SBC granted Amdocs phantom units convertible on a on-for-one basis into Shares to officers of SBC including Mr. James Kahan, a director of the Company. 1,297,539 units have been vested, and no unvested units remain. Of the vested units, 817,951 Shares have been distributed while the distribution of 479,588 Shares has been deferred.

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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.

SBC COMMUNICATIONS INC.

Dated: June 21, 2001

By: /s/ James S. Kahan
James S. Kahan
Senior Executive Vice President -
Corporate Development

SBC INTERNATIONAL INC.

Dated: June 21, 2001

By: /s/ James S. Kahan
James S. Kahan
Senior Executive Vice President -
Corporate Development

SBC OPTION DELIVERY, LLC

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By SBC Hedging Management, LLC
Manager of SBC Option Delivery, LLC

Dated: June 21, 2001

By: /s/ Hal E. Rainbolt
Hal E. Rainbolt
Director, SBC Hedging Management, LLC