

TELESP HOLDING CO  
Form 6-K  
March 14, 2007

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# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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## FORM 6-K

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Report of Foreign Issuer

Pursuant to Rule 13a-16 or 15d-16 of  
the Securities Exchange Act of 1934

For the month of March, 2007

Commission File Number: 001-14475

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# TELESP HOLDING COMPANY

(Translation of registrant's name into English)

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Rua Martiniano de Carvalho, 851 - 21 andar

São Paulo, S.P.

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**Federative Republic of Brazil**

(Address of principal executive office)

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  Form 40-F

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 No

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 No

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

Yes No

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): N/A

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TELESP HOLDING COMPANY

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**Item**

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1. Press Release entitled "*Telecomunicações de São Paulo S.A. - Telesp - Announces the Proposal for Modification of the Company's bylaws*" dated on March 13, 2007.
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## **TELECOMUNICAÇÕES DE SÃO PAULO S.A. - TELESP Announces the Proposal for Modification of the Company's bylaws**

March 13, 2007 (09 pages)

For more information, please contact:

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(São Paulo, Brazil □ March 13, 2007) Telecomunicações de São Paulo S/A □ TELESP (NYSE: TSP; BOVESPA: TLPP) hereby informs Proposal for simplification of the Company's current bylaws.

### **CURRENT**

Art. 20 - The Executive Board shall be made up of at least three (3) and at most twelve (12) members, who may or not be shareholders, who are resident in Brazil, to be elected by the Board of Directors, as follows: (a) Chief Executive Officer; (b) General Executive Officer for Fixed Telephony; (c) Vice-President of Finance; (d) Vice-President of Strategy and Regulation; (e) Vice-President of Control and Funds Management; (f) Vice-President of Human Resources; (g) Vice-President for Enterprises Segment; (h) Vice-President for Residential Segment; (i) Vice-President for Wholesale Segment; (j) Vice-President of Businesses; (k) Vice-President of Network; (l) Vice-President for Commercial and Administrative Segments.

Paragraph One □ The General Executive Officer for Fixed Telephony, Vice-President of Finance, Vice-President of Strategy and Regulation, Vice-President of Control and Funds Management, Vice-President of Human Resources and the Vice-President of Enterprise Segments shall report to the Chief Executive Officer, while the other Vice-Presidents shall report to the General Executive Officer for Fixed Telephony.

Paragraph Two □ One same Executive Officer may be elected to accumulate attributions of

### **PROPOSAL**

Art. 20 □ The Executive Board shall be made up of at least three (3) and at most fifteen (15) members, who may or not be shareholders, who are resident in Brazil, to be elected by the Board of Directors, as follows: (a) Chief Executive Officer; (b) General Executive Officer for Fixed Telephony; (c) Vice-President of Finance and Investor Relations Executive Officer; (d) Other Vice-Presidents without specific assignment.

Paragraph One □ the Board of Directors, which can establish too specific assignment for the referred offices, will define individual attributions of Vice-Presidents without specific assignment.

Paragraph Two □ One same Director may be elected to accumulate attributions of more than

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more than one office on the Executive Board.

one office on the Executive Board.

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Art 23 - The following are specific incumbencies of each member of the Executive Board:

**A Chief Executive Officer:**

1. To represent the Company in and out of court, before shareholders and general public, being able to appoint attorneys-in-fact together with another Executive Officer and appoint representatives, as well as to delegate incumbencies to the other Executive Officers for implementation of specific acts;
2. To supervise all the Company's activities and approve proposals related to guidelines for the strategic development of it;
3. To follow up and supervise implementation of resolutions determined by the Board of Directors;
4. To supervise and manage activities related to the orientation, counseling and legal representation of the Company;
5. To supervise and guide activities related to institutional policy and internal and external communications referred to the Company;
6. To supervise and guide communication activities with the media in general;
7. To supervise and guide marketing activities, including advertisements, sponsorships and development of the Company's image;

Art. 23 - The following are specific incumbencies of the Executive Board members:

**A Chief Executive Officer:**

1. To represent the Company in and out of court, before shareholders and general public, being able to appoint attorneys-in-fact together with another Executive Officer and appoint representatives, as well as to delegate incumbencies to the other Executive Officers for implementation of specific acts;
2. To follow up and supervise implementation of resolutions determined by the Board of Directors;
3. To establish guidelines and supervise all Company's activities, in special law activities, internal audit, institutional policy, internal and external communication, sponsorships and development of the Company's image; defining its operating strategy;
4. To call meetings of the Executive Board;
5. To perform emergency acts and referendum of the Executive Board;
6. To carry out other assignments that are determined by the Board of Directors;

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8. To supervise and guide activities of Internal Audit;
  9. To supervise and guide activities of Human Resources;
  10. To supervise and guide activities and businesses related to enterprise segments;
  11. To define the operating strategy of the
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Company;

12. To define agenda of proposal for claims of operating nature, aiming to subsidize negotiations with the regulatory agency;
13. To coordinate and supervise activities related to quality, management control and follow up of the Company's budget, in accordance to enterprise plans, being able to delegate to another executive officer the execution and supervision of these activities;
14. To call meetings of the Executive Board;
15. To decide on specific matters of his/her incumbency area, as provided in policies and guidelines established by the joint committee executive board;
16. To perform emergency acts and referendum of the Executive Board;
17. To supervise and guide the area related to confidentiality of informations;
18. To take the chair of the Committee for Regulatory Strategy, responsible for definition of the regulatory strategy and

implementation of a management focused in high profile relationship with authorities, regulators, social entities and companies of the sector, regarding to regulatory issues; and

19. To develop the Company's tax planning.

**B [General Executive Officer for Fixed Telephony:**

1. To appoint attorneys-in-fact together with another Executive Officer and designate deputies, as well as, to delegate incumbencies to the other Executive Officers for execution of specific acts;
2. To coordinate and supervise activities of the Executive Officers;
3. To coordinate and supervise activities related to the residential segment;

**B [General Executive Officer for Fixed Telephony:**

1. To manage, coordinate and supervise the Company's operating activities, that may be attributed, to the General Executive Officer for Fixed Telephony, by the Board of Directors;
2. To delegate, when necessary, to other vice-presidents, incumbencies for practice of specific acts;
3. To represent the Company as established in the current bylaws; and

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4. To coordinate and supervise activities referred to the wholesale segment;
  5. To coordinate and supervise activities related to the business segment;
  6. To coordinate and supervise activities of network services;
  7. To supervise activities related to commercial and administrative services; and
  8. To carry out other assignments that are determined by the Board of Directors;

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4. To carry out other assignments that are determined by the Board of Directors;



**C □ **Vice-President of Finance:****

1. To manage activities of application and raising of funds, besides exchange transaction of currency and derivatives in the financial market;
2. To carry out structured transaction of raising funds in the financial and bond markets;
3. To perform analysis and macroeconomic studies;
4. To develop projects and economic-finance analysis of corporate nature and other;
5. To carry out the position of Investor Relations Executive Officer and represent the Company before the Securities Commission □CVM, Stock Exchanges and other inspection agencies of the securities market;
6. To supervise the management of complementary pension fund and coordinate projects of merger, takeover and acquisitions;
7. To carry out activities related to control of financial risks;

**C □ **Vice-President of Finance and Investor Relations Executive Officer:****

1. Establish guidelines and supervise the Company's activities in the economic-finance, accounting areas and management of securities issued by the Company, as well as supervise the management of complementary pension fund;
2. To represent the Company before the Securities Commission □CVM, Stock Exchanges and other inspection agencies of the securities market;
3. To delegate, when necessary, incumbencies to other Vice-Presidents related to the practice of specific acts;
4. To represent the Company as established in the current bylaws; and
5. To carry out other assignments that are determined by the Board of Directors;

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8. To develop and carry out activities of the Company in the economic-finance area, referred to accounting and preparation of financial statements, balance sheet and interim balance sheet, as well as

management of financial and securities commitment; and

9. To carry out other assignments that are determined by the Board of Directors;

**D - Vice-President of Strategy and Regulation:**

1. To develop policies, guidelines and ensure the implementation of activities related to definition, planning and coordination of the Company's operating strategy, supervising the execution of such activities;
2. To represent the Company before the Telecommunication National Agency ANATEL and other regulatory agencies, considering policies and goals of the regulatory agency;
3. To participate of the Committee for Regulatory Strategy;
4. To coordinate and inspect operating activities related to quality;
5. To coordinate, develop and follow up projects of innovation; and
6. To carry out other assignments that are determined by the Board of Directors;

**D assignments:**

**- Vice-Presidents without specific**

1. To carry out the position and individual assignment determined by the Board of Directors;
2. To sign together with another statutory director documents and acts that claim signature of two directors; and
3. To represent the Company as established in the current bylaws.

**E - Vice-President of Control and Funds Management:**

1. To develop policies, guidelines and supervise activities related to management of purchases;

2. To develop and carry out activities of control of funds managements and, preparation and follow up of the Company's budget;
  3. To coordinate activities related to management of operating risks; and
  4. To carry out other assignments that are
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determined by the Board of Directors;

**F - Vice-President of Human Resources:**

1. To develop policies, plans and guidelines aiming to ensure the implementation of activities referred to management and development of human resources employees and directors, supervising the execution of such activities;
2. To carry out a relationship with the class union of the Company's employees;
3. To keep a relationship with the complementary Pension Fund;
4. To consolidate plans, staff and budget of human resources in accordance to enterprises goals and objectives; and
5. To carry out other assignments that are determined by the Board of Directors.

**G - Vice-President for Enterprise Segment:**

1. To develop policies, plans and guidelines aiming to ensure the implementation of business strategies, specifically those related to corporate segment and government, to attend users, market and clients needs;

2. To consolidate business plans related to corporate segment and government, contemplating investments and level of services expected of the Vice-Presidency for Enterprise Segment;
3. To coordinate development of products to corporate segment and government; and
4. To carry out other assignments that are determined by the Board of Directors.

**H - Vice-President for Residential Segment:**

1. To develop policies, plans and guidelines aiming to ensure the implementation of strategies to his/her business area, specifically, regarding to residential, special residential, public usage telephones, call-center, telephonic lists and long distance service, to attend users
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and market needs, supervising the execution of such activities;

2. To consolidate business plans related to residential, special residential, public usage telephones, call-center, telephony lists and long distance services, contemplating investments and level of service expected of the Vice-Presidency of Network;
3. To coordinate development of businesses and products to the segment of residential clients; and
4. To carry out other assignments that are determined by the Board of Directors.

**I - Vice-President for Wholesale Segment:**

1. To develop policies, plans and guidelines aiming to ensure the implementation of strategies to his/her business area, specifically regarding to wholesale and

interconnection services with operators and providers of local, long distance and international service;

2. To develop policies, plans, guidelines and supervise activities related to regulation, as well as advices, when necessary, related to support, in general, other areas of the Company;
3. To coordinate the development of new businesses; and
4. To carry out other assignments that are determined by the Board of Directors.

**J - Vice-President of Businesses:**

1. To develop, policies, plans and guidelines aiming to ensure the implementation of businesses strategies, specifically regarding to small and medium companies and users of long distance service to attend users, clients and market needs;
2. To consolidate business plans related to the segment of small and medium companies and users of long distance services contemplating investments and level of services expected of the Vice-

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Presidency of Network;

3. To coordinate the development of products to small and medium companies; and
4. To carry out other assignments that are determined by the Board of Directors.

**K - Vice-President of Network:**

1. To develop policies, plans, guidelines and ensure the implementation of the company's technological strategy, so as to make available network's capacity and development available and enable the offer

of services, in accordance to needs of the market and Company's business areas, supervising the execution of such activities;

2. To establish proposal of long term technologic strategy for network development;
3. To define guidelines for the development of network expansion projects, in accordance to the needs defined by the Vice-Presidencies for Businesses, Residential, Wholesale and Enterprises, supervising the execution of such activities;
4. To develop policies, plans, guidelines and ensure the operation and maintenance of the external plant, as well as management of the processes related to operation and maintenance of the internal plant;
5. To define guidelines for operation and maintenance of network and technical assistance to users, supervising the execution of such activities;
6. To define guidelines for provision, installation and maintenance of services, in accordance to the needs of the Vice-Presidencies for Businesses, Residential, Wholesale and Enterprises, supervising the execution of such activities;
7. To carry out other assignments that are determined by the Board of Directors.

**L - Vice-President for Commercial and Administrative Services:**

1. To develop policies, guidelines and supervise supervise activities related to acquisition, usage, evolution of solutions related to the society's technology of information;
2. To coordinate, develop and supervise valuation, revision and implementation of processes and processes and corporate normative documentation;

3. To define policies and control activities related to informatics infrastructure;
  4. To coordinate management activities and maintenance of assets and properties, materials, transports and activities of support to other areas of the Company;
  5. To coordinate processes and systems of billing and collection;
  6. To coordinate and carry out activities related to equity safety; and
  7. To carry out management activities in general and other assignments that are determined by the Board of Directors.
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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.

**TELESP HOLDING COMPANY**

Date: March 13, 2007

By:           /s/ Daniel de Andrade Gomes          

Name: Daniel de Andrade Gomes

Title: Investor Relations Director

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