

MILLICOM INTERNATIONAL CELLULAR SA  
Form SC 13G/A  
February 17, 2009

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934  
(Amendment No. 1 )\*

NAME OF ISSUER: Millicom International Cellular S.A.

TITLE OF CLASS OF SECURITIES: Common

CUSIP NUMBER: L6388F110

DATE OF EVENT WHICH REQUIRES FILING OF THIS STATEMENT: December 31, 2008

Check the appropriate box to designate the rule pursuant to which this  
Schedule is filed:

- Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting  
person's initial filing on this form with respect to the subject class  
of securities, and for any subsequent amendment containing information  
which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not  
be deemed to be 'filed' for the purpose of Section 18 of the Securities  
Exchange Act of 1934 ('Act') or otherwise subject to the liabilities of  
that section of the Act but shall be subject to all other provisions of  
the Act (however, see the Notes).

CUSIP NO. L6388F110

- (1) Names of Reporting Persons The Bank of New York Mellon Corporation  
IRS Identification Nos. Of Above Person IRS No. 13-2614959
- (2) Check the Appropriate Box if a Member of a Group (See Instructions)  
(a) ( ) (b) ( )
- (3) SEC use only
- (4) Citizenship or Place of Organization New York
- |   |                              |           |
|---|------------------------------|-----------|
| Number of Shares Beneficially Owned by Each Reporting Person With | (5) Sole Voting Power        | 8,466,387 |
|   | (6) Shared Voting Power      | 152,428   |
|   | (7) Sole Dispositive Power   | 8,980,216 |
|   | (8) Shared Dispositive Power | 11,363    |
- (9) Aggregate Amount Beneficially Owned by Each Reporting Person 8,991,579

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- (10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares (see Instructions) ( )
- (11) Percent of Class Represented by Amount in Row (9) 8.32%
- (12) Type of Reporting Person (See Instructions) HC

CUSIP NO. L6388F110

- (1) Names of Reporting Persons MBC INVESTMENTS CORPORATION  
SS or IRS Identification Nos. Of Above Person IRS No. 51-0301132
- (2) Check the Appropriate Box if a Member of a Group (See Instructions)  
(a) ( ) (b) ( )
- (3) SEC use only
- (4) Citizenship or Place of Organization Delaware
- Number of Shares (5) Sole Voting Power 8,178,695  
Beneficially  
Owned by Each (6) Shared Voting Power 143,455  
Reporting Person  
With (7) Sole Dispositive Power 8,693,805  
(8) Shared Dispositive Power 0
- (9) Aggregate Amount Beneficially Owned  
by Each Reporting Person 8,693,805
- (10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares (see Instructions) ( )
- (11) Percent of Class Represented by Amount in Row (9) 8.04%
- (12) Type of Reporting Person (See Instructions) HC

CUSIP NO. L6388F110

- (1) Names of Reporting Persons NEPTUNE LLC  
SS or IRS Identification Nos. Of Above Person IRS No. 00-0000000
- (2) Check the Appropriate Box if a Member of a Group (See Instructions)  
(a) ( ) (b) ( )
- (3) SEC use only
- (4) Citizenship or Place of Organization Delaware
- Number of Shares (5) Sole Voting Power 8,158,749  
Beneficially  
Owned by Each (6) Shared Voting Power 143,45  
Reporting Person  
With (7) Sole Dispositive Power 8,673,075  
(8) Shared Dispositive Power 0
- (9) Aggregate Amount Beneficially Owned

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by Each Reporting Person 8,673,075

- (10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares (see Instructions) ( )
- (11) Percent of Class Represented by Amount in Row (9) 8.02%
- (12) Type of Reporting Person (See Instructions) HC

CUSIP NO. L6388F110

- (1) Names of Reporting Persons Mellon International Holding S.AR.L.  
IRS Identification Nos. Of Above Person IRS No. 00-0000000
- (2) Check the Appropriate Box if a Member of a Group (See Instructions)  
(a) ( ) (b) ( )
- (3) SEC use only
- (4) Citizenship or Place of Organization Luxembourg
- Number of Shares (5) Sole Voting Power 8,158,749  
Beneficially  
Owned by Each (6) Shared Voting Power 143,455  
Reporting Person  
With (7) Sole Dispositive Power 8,673,075  
(8) Shared Dispositive Power 0
- (9) Aggregate Amount Beneficially Owned  
by Each Reporting Person 8,673,075
- (10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares (see Instructions) ( )
- (11) Percent of Class Represented by Amount in Row (9) 8.02%
- (12) Type of Reporting Person (See Instructions) HC

CUSIP NO. L6388F110

- (1) Names of Reporting Persons MELLON INTERNATIONAL LIMITED  
SS or IRS Identification Nos. Of Above Person IRS No. 98-0464992
- (2) Check the Appropriate Box if a Member of a Group (See Instructions)  
(a) ( ) (b) ( )
- (3) SEC use only
- (4) Citizenship or Place of Organization London
- Number of Shares (5) Sole Voting Power 8,158,749  
Beneficially  
Owned by Each (6) Shared Voting Power 143,455  
Reporting Person  
With (7) Sole Dispositive Power 8,673,075  
(8) Shared Dispositive Power 0

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(9) Aggregate Amount Beneficially Owned  
by Each Reporting Person 8,673,075

(10) Check if the Aggregate Amount in Row (9) Excludes Certain  
Shares (see Instructions) ( )

(11) Percent of Class Represented by Amount in Row (9) 8.02%

(12) Type of Reporting Person (See Instructions) HC

CUSIP NO. L6388F110

(1) Names of Reporting Persons NEWTON MANAGEMENT LIMITED  
SS or IRS Identification Nos. Of Above Person IRS No. 00-0000000

(2) Check the Appropriate Box if a Member of a Group (See Instructions)  
(a) ( ) (b) ( )

(3) SEC Use Only

(4) Citizenship or Place of Organization London

Number of Shares (5) Sole Voting Power 8,158,749  
Beneficially  
Owned by Each (6) Shared Voting Power 143,455  
Reporting Person  
With (7) Sole Dispositive Power 8,673,075  
(8) Shared Dispositive Power 0

(9) Aggregate Amount Beneficially Owned  
by Each Reporting Person 8,673,075

(10) Check if the Aggregate Amount in Row (9) Excludes Certain  
Shares (see Instructions) ( )

(11) Percent of Class Represented by Amount in Row (9) 8.02%

(12) Type of Reporting Person (See Instructions) HC

CUSIP NO. L6388F110

(1) Names of Reporting Persons NEWTON INVESTMENT MANAGEMENT LIMITED  
SS or IRS Identification Nos. Of Above Person IRS No. 98-0196228

(2) Check the Appropriate Box if a Member of a Group (See Instructions)  
(a) ( ) (b) ( )

(3) SEC Use Only

(4) Citizenship or Place of Organization London

Number of Shares (5) Sole Voting Power 8,033,606  
Beneficially  
Owned by Each (6) Shared Voting Power 143,455  
Reporting Person  
With (7) Sole Dispositive Power 8,547,875

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(8)	Shared Dispositive Power	0
(9)	Aggregate Amount Beneficially Owned by Each Reporting Person	8,547,875
(10)	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (see Instructions)	( )
(11)	Percent of Class Represented by Amount in Row (9)	7.91%
(12)	Type of Reporting Person (See Instructions)	IA

SCHEDULE 13G

Item 1(a) Name of Issuer: Millicom International Cellular S.A.

Item 1(b) Address of Issuer's Principal Executive Offices:  
75 Route De Longwy  
Box 23 Bertrange  
Grand Duchy of Luxen N4 L8080

Item 2(a) Name of Person Filing: The Bank of New York Mellon Corporation  
and any other reporting person(s)  
identified on the second part of the  
cover page(s) and Exhibit I.

Item 2(b) Address of Principal Business Office, or if None, Residence:  
c/o The Bank of New York Mellon Corporation  
One Wall Street, 31st Floor  
New York, New York 10286  
(for all reporting persons)

Item 2(c) Citizenship: See cover page and Exhibit I.

Item 2(d) Title of Class of Securities: Common

Item 2(e) CUSIP Number: L6388F110

Item 3 See Item 12 of cover page(s) ("Type of Reporting  
Person") for each reporting person.

Symbol	Category
BD	= Broker or Dealer registered under Section 15 of the Securities Exchange Act of 1934
BK	= Bank as defined in Section 3(a)(6) of the Securities Exchange Act of 1934
IV	= Investment Company registered under Section 8 of the Investment Company Act of 1940
IA	= Investment Advisor registered under Section 203 of the Investment Advisors Act of 1940
EP	= Employee Benefit Plan, Pension Fund which is subject to the provisions of the Employee Retirement Income Security Act of 1974 or Endowment Fund; see Section 240.13-d(1)(b)(1)(ii)(F)

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HC = Parent Holding Company, in accordance with Section 240.13-d(1) (b) (1) (ii) (G)

Item 4 Ownership: See Item 5 through 9 and 11 of cover page(s) as to each reporting person.

The amount beneficially owned includes, where appropriate, securities not outstanding which are subject to options, warrants, rights or conversion privileges that are exercisable within 60 days. The securities reported herein as beneficially owned may exclude securities of the issuer with respect to which voting and/or dispositive power is exercised by subsidiaries of The Bank of New York Mellon Corporation, or departments or units thereof, independently from the exercise of those powers over the securities reported herein. See SEC Release No. 34-39538 (January 12, 1998). The filing of this Schedule 13G shall not be construed as an admission that The Bank of New York Mellon Corporation, or its direct or indirect subsidiaries, including The Bank of New York and Mellon Bank, N.A., are for the purposes of Section 13(d) or 13(g) of the Act, the beneficial owners of any securities covered by this Schedule 13G.

The following information applies if checked: ( ) Mellon Bank, N.A. and/or ( ) The Bank of New York Trust Company is/are the trustee of the issuer's employee benefit plan (the "Plan"), which is subject to ERISA. The securities reported include all shares held of record by such reporting person(s) as trustee of the Plan which have not been allocated to the individual accounts of employee participants in the Plan. The reporting person, however, disclaims beneficial ownership of all shares that have been allocated to the individual accounts of employee participants in the Plan for which directions have been received and followed.

Item 5 Ownership of Five Percent or Less of a Class:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following ( )

Item 6 Ownership of More than Five Percent on Behalf of Another Person:

All of the securities are beneficially owned by The Bank of New York Mellon Corporation and its direct or indirect subsidiaries in their various fiduciary capacities. As a result, another entity in every instance is entitled to dividends or proceeds of sale. The number of individual accounts holding an interest of 5% or more is ( )

Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported by the Parent Holding Company:  
See Exhibit I.

Item 8 Identification and Classification of Members of the Group: N/A

Item 9 Notice of Dissolution of Group: N/A

Item 10 Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired and are not held in connection with or as a participant in any transaction having such purpose or effect.

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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. This filing is signed by The Bank of New York Mellon Corporation on behalf of all reporting entities pursuant to Rule 13d-1(k) (1) promulgated under the Securities and Exchange Act of 1934, as amended.

Date: February 17, 2009

THE BANK OF NEW YORK MELLON CORPORATION

By: /s/ DAVID BELSTERLING

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David Belsterling  
First Vice President  
Attorney-In-Fact for  
The Bank of New York Mellon Corporation

EXHIBIT I

The shares reported on the attached Schedule 13G are beneficially owned by the following direct or indirect subsidiaries of The Bank of Ne0; border-right-width: 0; border-left-

03/04/2013

\*\*Signature of Reporting Person

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).
- (1) Shares withheld to satisfy tax withholding obligations arising from settlement of restricted stock units.

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.