

PHILIPPINE LONG DISTANCE TELEPHONE CO

Form 6-K

August 03, 2004

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

Report on Form 6-K dated August 3, 2004

(Commission File No. 1-15024)

PHILIPPINE LONG DISTANCE TELEPHONE COMPANY

(Name of Registrant)

Ramon Cojuangco Building

Makati Avenue, Makati City

Philippines 0721

(Address of Principal Executive Officers)

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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: y Form 40-F: o

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: o No: y

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation by Regulation S-T Rule 101 (b) (7):

Yes: o No: y

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: o No: y

Enclosure:

A copy of the disclosure letter we sent today to the Philippine Stock Exchange and the Securities and Exchange Commission regarding the establishment of a Long Term Incentive Cash Plan for eligible key executives and advisors of PLDT, its subsidiaries and affiliates.

August 3, 2004 SECURITY CODE: CM-040

The Philippine Stock Exchange

Disclosure Department

4th Floor PSE Centre

Exchange Road, Ortigas Center

Pasig City

Attention: Ms. Jurisita M. Quintos

Senior Vice President

Ladies and Gentlemen:

In compliance with Section 17.1(b) of the Securities Regulation Code and SRC Rule 17.1, we submit herewith a copy of SEC Form 17-C with respect to a discloseable event/information.

This shall also serve as the disclosure letter for the purpose of complying with PSE Revised Disclosure Rules.

Respectfully yours,

MA. LOURDES C. RAUSA-CHAN

Corporate Secretary

MLCRC:amq

Encs.

3 August 2004

SECURITIES & EXCHANGE COMMISSION

Corporation Finance Department

SEC Building, EDSA

Mandaluyong City

Attention: Director Justina F. Callangan

Corporation Finance Department

Gentlemen:

Re : Philippine Long Distance Telephone Company

SEC Registration No. PW-55

In accordance with Section 17.1(b) of the Securities Regulation Code and SRC Rule 17.1, we submit herewith a copy of SEC Form 17-C with respect to a discloseable event/information.

Respectfully yours,

MA. LOURDES C. RAUSA-CHAN

Corporate Secretary

MLCRC:amq

Encs.

COVER SHEET

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S.E.C. Registration No.

PHILIPPINE LONG DISTANCE

T	E	L	E	P	H	O	N	E	C	O	M	P	A	N	Y				
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(Company's Full Name)

[illegible]

M	A	K	A	T	I	A	V	E	.	M	A	K	A	T	I	C	I	T	Y
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(Business Address: No. Street City/Town/Province)

ATTY. MA. LOURDES C. RAUSA-CHAN	814-3552
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Contact Person Company Telephone Number

[illegible]

1231 SEC FORM 17-C 06 Tuesday

Month Day FORM TYPE Month Day Fiscal Year Annual Meeting

CFD N/A

Dept. Requiring this Doc. Amended Articles

Number/Section

Total Amount of Borrowings

2,203,701		
As of June 30, 2004	N/A	N/A

Total No. of Stockholders Domestic Foreign

To be accomplished by SEC Personnel concerned

|||||

File Number _____

LCU

|||||

Document I.D. _____

Cashier

STAMPS

Remarks: Please use black ink for scanning purposes.

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

CURRENT REPORT UNDER SECTION 17

OF THE SECURITIES REGULATION CODE

AND SRC RULE 17.1

1. 3 August 2004

(Date of earliest event reported)

2. SEC Identification Number PW-55

3. BIR Tax Identification No. 000-488-793

4. PHILIPPINE LONG DISTANCE TELEPHONE COMPANY

Exact name of issuer as specified in its charter

5. PHILIPPINES 6. _____ (SEC Use Only) Province, country or other jurisdiction Industry Classification Code

of Incorporation

7. Ramon Cojuangco Building, Makati Avenue, Makati City 1200

Address of principal office Postal Code

8. (632) 814-3664

Issuer's telephone number, including area code

9. Not Applicable

Former name or former address, if changed since last report

10. Securities registered pursuant to Sections 8 and 12 of the Securities Regulation Code or Sections 4 and 8 of the Revised Securities Act

Title of Each Class Number of Shares of Common Stock

Licensed and Amount of Debt Outstanding

11. Item 9 Other Events

The Board of Directors of Philippine Long Distance Telephone Company (PLDT) approved the establishment of a Long Term Incentive Cash Plan for eligible key executives and advisors of PLDT, its subsidiaries and affiliates (the Plan and the PLDT Group , respectively).

The Plan will be four years, covering the period January 1, 2004 to December 31, 2007 (the Plan Period). Payment of awards under the Plan is contingent upon the achievement of the Board-approved target increase in PLDT's common share price by the end of the Plan Period and PLDT Group's cumulative consolidated net profit target for the Plan Period. The target increase in the Base PLDT share price (which is the average of the closing prices of PLDT shares ten trading days before December 31, 2003) is approximately 15 percent per annum compounded for the Plan Period.

Actual awards will be payable to participants in one lump sum as soon as reasonably practicable after the completion of the Plan Period, except as otherwise provided in the Plan in case of termination of employment and a change in control occurring during the Plan Period.

Only key executives and officers of the PLDT Group as well as full time advisors engaged by companies within the PLDT Group whose duties and responsibilities have a significant impact on the long-term performance of the PLDT Group will be eligible to participate in the Plan. Approximately 630 key executives and advisors of the PLDT Group are expected to initially participate in the Plan. However, persons who join any of the companies within the PLDT Group within two years from the start of the Plan Period, if determined to be eligible, may be selected to become participants.

If the share price and profit objectives are met, the cost of the Plan, before taxation, for the four- year Plan Period will be approximately PhP3.6 billion, which amount will represent less than 3 percent of the cumulative consolidated net profit target for the Plan Period.

The Executive Compensation Committee of the Board will administer the Plan and has the authority to determine (a) the eligibility and identity of participants; (b) the award attributable to each participant based on the participant's annual base compensation and taking into account such participant's seniority, responsibility level, performance potential, tenure with the PLDT Group, job difficulty and such other measures as the Committee deems appropriate; (c) the level of achievement of the performance objectives; and (d) the actual award payable to each participant based on the level of achievement of the performance objectives.

SIGNATURE

Pursuant to the requirements of the Securities Regulation Code, the Issuer has duly caused this report to be signed on its behalf by the undersigned hereto duly authorized.

PHILIPPINE LONG DISTANCE
TELEPHONE COMPANY

MA. LOURDES C. RAUSA-CHAN

Corporate Secretary

Date: 3 August 2004

Distribution Copies: 5 copies Securities & Exchange Commission

1 copy - Philippine Stock Exchange

1 copy - Company Secretary

SIGNATURES

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.

PHILIPPINE LONG DISTANCE TELEPHONE COMPANY

By: MA. LOURDES C. RAUSA-CHAN

Corporate Secretary

Date: August 3, 2004