

TELEFONICA S A  
Form 6-K  
April 19, 2010

Table of Contents

**FORM 6-K**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**  
**Report of Foreign Private Issuer**  
**Pursuant to Rule 13a-16 or 15d-16 of**  
**the Securities Exchange Act of 1934**  
**For the month of April, 2010**  
**Commission File Number: 001-09531**  
**TELEFÓNICA, S.A.**  
(Exact Name of Registrant as Specified in Its Charter)  
**Distrito C Ronda de la Comunicación, s/n**  
**28050 Madrid, Spain**  
(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

**TABLE OF CONTENTS**

	Page
<u>Exhibit Index</u>	3
Exhibit 4.2	3
Exhibit 4.3	3
Exhibit 4.4	3
Exhibit 4.5	3
Exhibit 4.6	3
Exhibit 4.7	3
Exhibit 4.8	3
<u>Signature</u>	4
<u>Exhibit 4.2</u>	
<u>Exhibit 4.3</u>	
<u>Exhibit 4.4</u>	
<u>Exhibit 4.8</u>	

---

**Table of Contents**

**Telefónica, S.A.**

This Form 6-K is incorporated by reference into the registration statement of Telefónica, S.A. and Telefónica Emisiones, S.A.U. filed with the Securities and Exchange Commission on May 8, 2009 (File No. 333-159062). Telefónica, S.A. is filing the documents set forth in the attached Exhibit Index.

**Exhibit Index**

**Item**

- 4.2 Form of Third Supplemental Indenture for the Fixed Rate Senior Notes Due 2013 among Telefónica Emisiones, S.A.U., as Issuer, Telefónica, S.A., as Guarantor, and The Bank of New York Mellon, as Trustee and Paying Agent, to be dated as of or around April 26, 2010.
  - 4.3 Form of Fourth Supplemental Indenture for the Fixed Rate Senior Notes Due 2015 among Telefónica Emisiones, S.A.U., as Issuer, Telefónica, S.A., as Guarantor, and The Bank of New York Mellon, as Trustee and Paying Agent, to be dated as of or around April 26, 2010.
  - 4.4 Form of Fifth Supplemental Indenture for the Fixed Rate Senior Notes Due 2020 among Telefónica Emisiones, S.A.U., as Issuer, Telefónica, S.A., as Guarantor, and The Bank of New York Mellon, as Trustee and Paying Agent, to be dated as of or around April 26, 2010.
  - 4.5 Form of Security Certificate representing the Fixed Rate Senior Notes Due 2013 (included in Exhibit 4.2)
  - 4.6 Form of Security Certificate representing the Fixed Rate Senior Notes Due 2015 (included in Exhibit 4.3)
  - 4.7 Form of Security Certificate representing the Fixed Rate Senior Notes Due 2020 (included in Exhibit 4.4)
  - 4.8 Form of Guarantee of Telefónica, S.A., to be dated as of or around April 26, 2010.
-

**Table of Contents**

**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.

TELEFÓNICA, S.A.

By: /s/ Santiago Fernández Valbuena  
Name: Santiago Fernández Valbuena  
Title: Chief Financial Officer

Date: April 19, 2010