



DIVISION OF
CORPORATION FINANCE

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

Mail Stop 3720

November 3, 2006

Via U.S. Mail and Fax (011 34 91 531 9975)

Mr. Santiago Fernandez Valbuena
Chief Financial Officer
Telefonica, S.A.
Gran Via, 28
28013 Madrid, Spain

**RE: Telefonica, S.A.
Form 20-F for the fiscal year ended December 31, 2005
Filed April 12, 2006
File No. 1-09531**

**Telefonica Moviles, S.A.
Form 20-F for the fiscal year ended December 31, 2005
Filed April 12, 2006
File No. 1-15158**

Dear Mr. Valbuena:

We have completed our review of your Form 20-F and related filings and do not, at this time, have any further comments.

Sincerely,

Larry Spigel
Assistant Director