



DIVISION OF  
CORPORATION FINANCE

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

Mr. César Alierta Izuel  
Chief Executive Officer  
Telefonica, S.A.  
Distrito C, Ronda de la Comunicación, s/n  
28050 Madrid, Spain

January 24, 2011

**Re: Telefonica, S.A.**  
**Form 20-F for the fiscal year ended December 31, 2009**  
**Filed March 26, 2010**  
**File No. 1-09531**

Dear Mr. Izuel:

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