

TELE CENTRO OESTE CELULAR PARTICIPACOES

Form SC14D9C

August 30, 2004

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

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**SCHEDULE 14D-9  
SOLICITATION/ RECOMMENDATION STATEMENT  
Under  
SECTION 14(d)(4) OF THE SECURITIES EXCHANGE ACT OF 1934**

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**TELE CENTRO OESTE CELULAR  
PARTICIPAÇÕES S.A.**  
*(Name of Subject Company)*

**TELE CENTRO OESTE CELULAR  
PARTICIPAÇÕES S.A.**  
*(Name of Person Filing Statement)*

**Preferred shares, without par value  
American Depositary Shares (as evidenced by  
American Depositary Receipts),  
each representing 3,000 preferred shares**  
*(Title of Class of Securities)*

**87923P105 (American Depositary Shares)**  
*(CUSIP Number of Class of Securities)*

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Simpson Thacher & Bartlett LLP  
425 Lexington Avenue  
New York, New York 10017  
(212) 455-2000**

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*(Name, address and telephone number of person authorized to receive  
notices and communications on behalf of the person filing statement)*

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

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**EXHIBIT INDEX**

**EX-99.1.1: AMENDED ENGLISH TRANSLATION OF NOTICE OF MATERIAL FACT**

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**EXHIBIT INDEX**

| <b><u>Exhibit No.</u></b> | <b><u>Description</u></b>   |
|---------------------------|---|
| 1.1                       | Amended English translation of Notice of Material Fact dated August 25, 2004. |