

NTT DOCOMO INC
Form 4
October 28, 2004

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
NIPPON TELEGRAPH & TELEPHONE CORP

2. Issuer Name and Ticker or Trading Symbol
NEW CINGULAR WIRELESS SERVICES, INC. [AWE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
10/26/2004

____ Director
____ Officer (give title below)
 10% Owner
____ Other (specify below)

3-1 OTEMACHI
2-CHOME, CHIYODA-KU

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
____ Form filed by One Reporting Person
 Form filed by More than One Reporting Person

TOKYO, M0 100-8116

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
AT&T Wireless Services, Inc. Common Stock	10/26/2004		U ⁽¹⁾		432,990,446 ⁽²⁾	D	\$ 15 0
						I ⁽²⁾	See Footnote ⁽²⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Pursuant to the Agreement and Plan of Merger (the "Merger Agreement"), dated as of February 17, 2004, by and among AT&T Wireless Services, Inc. (the "Company"), Cingular Wireless Corporation, Cingular Wireless LLC, and related parties, each share of the Company's common stock held by the reporting persons that was outstanding immediately prior to the effective time of the merger (the "Effective Time") has been converted at the Effective Time into the right to receive \$15.00 in cash, without interest.

(2) These shares were directly beneficially owned by DCM Capital USA (UK) Limited, a wholly-owned subsidiary of NTT DoCoMo, Inc. ("DoCoMo"). Nippon Telegraph and Telephone Corporation owns approximately 62% of the equity interest in DoCoMo and disclaims beneficial ownership of these shares except to the extent of its pecuniary interest therein. Pursuant to the Merger Agreement, each of these shares has been converted at the Effective Time into the right to receive \$15.00 in cash, without interest.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.