



June 19, 2009

THE PHILIPPINE STOCK EXCHANGE
Listing and Disclosure Group
4th Floor Philippine Stock Exchange Centre
Exchange Road, Ortigas Center
Pasig City

Attention: Ms. Janet A. Encarnacion
Head, Disclosure Department

Gentlemen:

In compliance with Section 17.1(b) and Section 17.3 of the Securities Regulation Code, we submit herewith a copy of SEC Form 17-C with a press release entitled "Smart to Offer P8.50 for Shares of Piltel Minority Shareholders" attached thereto.

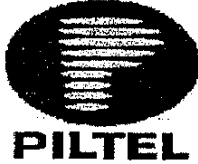
This shall serve as our disclosure for the purpose of complying with the Revised Disclosure Rules of the Philippine Stock Exchange.

Thank you.

Very truly yours,

A handwritten signature in black ink, appearing to read "DAN TAN", written over a horizontal line.

DEBORAH ANNE N. TAN
Corporate Information/Investor Relations Officer



June 19, 2009

SECURITIES & EXCHANGE COMMISSION
Corporation Finance Department
SEC Building, EDSA
Mandaluyong City

Attention : Ms. Justina F. Callangan
Director, Corporation Finance Department

Gentlemen:

Re : Pilipino Telephone Corporation
SEC Registration No. 35815

In accordance with Section 17.1(b) of the Securities Regulation Code and SRC Rule 17.1, we submit herewith three (3) copies of SEC Form 17-C with a press release entitled "Smart to Offer P8.50 for Shares of Piltel Minority Shareholders" attached thereto.

Thank you.

Very truly yours,

A handwritten signature in black ink, appearing to read "DAN TAN", with a long horizontal line extending to the right.

DEBORAH ANNE N. TAN
Corporate Information/Investor Relations Officer

Enc.

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

CURRENT REPORT UNDER SECTION 17
OF THE SECURITIES REGULATION CODE
AND SRC RULE 17.1

1. June 19, 2009
Date of Report
2. SEC Identification Number 35815
3. BIR Tax Identification No. 000-489-462
4. PILIPINO TELEPHONE CORPORATION
Exact name of Issuer as specified in its charter
5. PHILIPPINES
Province, country or other jurisdiction
of Incorporation
6. _____ (SEC Use Only)
Industry Classification Code
7. 25th Floor Smart Tower
6799 Ayala Avenue
Makati City
Address of principal office
- 1200
Postal Code
8. (632) 511-6121/511-6241
Issuer's telephone number, including area code
9. Not Applicable
Former name or former address, if changed since last report
10. Securities registered pursuant to Sections 4 and 8 of the Revised Securities Act/Sections 8 and 12 of the Securities Regulation Code

Title of Each Class	Number of Outstanding Shares of Common Stock Licensed and Amount of Outstanding Debt
Common Shares	11,686,741,390 shares

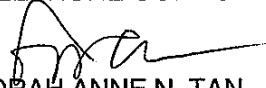
¹ Represents the total outstanding common shares (net of 85,007,041 treasury shares) of which 951,978,990 shares are registered and 10,734,762,400 shares were issued in transactions exempt from the registration requirement under the Section 6 of the Revised Securities Act/Section 10 of the Securities Regulation Code.

11. Item 9 – Other Events

We submit herewith a press release entitled “Smart to Offer P8.50 for Shares of Piltel Minority Shareholders”.

Pursuant to the requirements of the Securities Regulation Code, the Company has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

PILIPINO TELEPHONE CORPORATION

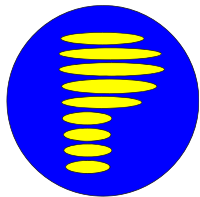


DEBORAH ANNE N. TAN

Corporate Information/Investor Relations Officer

June 19, 2009

Distribution Copies: 3 copies - Securities & Exchange Commission
1 copy - Philippine Stock Exchange
1 copy - Corporate Secretary



Press release

PILTEL

SMART TO OFFER ₱8.50/SHARE FOR SHARES OF PILTEL MINORITY SHAREHOLDERS

Manila, Philippines, 19th June 2009 - Pilipino Telephone Corporation (“Piltel”) (PSE: PLTL) announced that at a Board meeting held earlier today, its Board of Directors was informed of Smart Communications Inc’s (“Smart”) intention to make a tender offer to Piltel’s minority shareholders. Smart owns 92.8% of the total outstanding common shares of Piltel.

Piltel had previously disclosed on 13th March 2009 that, subject to shareholder approval at the annual general meeting scheduled for June 30th 2009, it will sell/transfer its cellular assets, subscriber base and Talk ‘N Text trademark to Smart (the “Proposed Transactions”). The Proposed Transactions, once completed and implemented, will transform Piltel into a holding company with its 20% holdings in Meralco as its major asset.

Smart’s tender offer is intended to provide an exit opportunity for Piltel’s minority shareholders, given the change in Piltel’s business direction.

Smart is offering a tender offer price of ₱8.50 per common share (the “Offer Price”) to acquire the 839,979,054 shares held by Piltel’s minority shareholders. The Offer price is at a:

- 15% premium over the ₱7.40 share price when the Proposed Transactions were first announced
- 13% premium over volume-weighted average share price from 2nd January 2008 to 18th June 2009 of ₱7.51
- 11% premium over average share price for 2009 of ₱7.69
- 5% premium over Piltel’s closing share price on 19th June 2009 of ₱8.10
- 20% premium to the average share buyback price of ₱7.09

In accordance with their mandate from the Piltel Board, the Independent Committee of the Board (“IC”) had been conducting a review of Smart’s anticipated tender offer, in consultation with CLSA Exchange Capital, Inc. (“CLSA”), the independent financial advisor (“IFA”) appointed by IC for this purpose, to ensure that the terms of the tender offer are fair and reasonable from the perspective of Piltel’s minority shareholders. Prior to today’s meeting, the IC and the IFA had met a number of times to discuss the key issues relating to the tender offer. The IC and IFA expect to complete their review by 25th June 2009

and any fairness opinion that will be issued by the IFA will be attached to the tender offer report that will be filed by Smart.

The tender offer period will begin on July 1st 2009 at 9:30 am and end on July 29th 2009 at 12 noon. The tender offer is for cash and Smart will accept any and all shares tendered, subject to fulfillment of requirements. The tender is not conditional on any minimum number of shares being tendered. Further details on Smart's tender offer will be published in accordance with the applicable rules. ATR KimEng Securities, Inc has been appointed the Tender Offer Agent.

For further information, please contact:

Deborah Anne Tan

Investor Relations/Corporate Information Officer

Tel No: (632) 511-6121

Fax No: (632) 817-3345

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