

Edgar Filing: BCE INC - Form SC 13D/A

BCE INC
Form SC 13D/A
March 13, 2009

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

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934
(Amendment No. 8)*

BCE Inc.

(Name of Issuer)

Common Shares, no par value

(Title of Class of Securities)

05534B760 4

(CUSIP Number)

Jeffrey M. Davis
Senior Legal Counsel, Investments
Ontario Teachers' Pension Plan Board
5650 Yonge Street, 5th Floor
Toronto, Ontario
Canada M2M 4H5
(416) 228-5900

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

March 12, 2009

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of ss.240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. |X|

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See ss.240.13d-7 for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 (the "Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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 CUSIP No. 05534B760 4

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only).

ONTARIO TEACHERS' PENSION PLAN BOARD

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3. SEC Use Only

4. Source of Funds (See Instructions) 00

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization ONTARIO, CANADA

7. Sole Voting Power 39,817,938 shares

Number of
 Shares
 Beneficially
 Owned
 by Each
 Reporting
 Person With

8. Shared Voting Power -0-

9. Sole Dispositive Power 39,817,938 shares

10. Shared Dispositive Power -0-

11. Aggregate Amount Beneficially Owned by Each Reporting Person
 39,817,938 shares

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11) 4.99 %

14. Type of Reporting Person (See Instructions) EP

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This Amendment No. 8 (this "Amendment") amends the Statement of Beneficial Ownership on Schedule 13D originally filed with the Securities and Exchange Commission (the "SEC") on April 9, 2007 (the "Schedule 13D") by Ontario Teachers' Pension Plan Board ("Teachers'") with respect to the Common Shares, no par value (the "Common Shares") of BCE Inc., a corporation organized under the laws of Canada (the "Issuer"), as amended by Amendment No. 1 to the Schedule 13D, as filed with the SEC on June 5, 2007; Amendment No. 2 to the Schedule 13D, as filed with the SEC on June 7, 2007; Amendment No. 3 to the Schedule 13D, as filed with the SEC on June 28, 2007; Amendment No. 4 to the Schedule 13D, as filed with the SEC on July 5, 2007; Amendment No. 5 to the Schedule 13D, as filed with the SEC on October 25, 2007; Amendment No. 6 to the Schedule 13D, as filed with the SEC on July 10, 2008 and Amendment No. 7 to the Schedule 13D, as filed with the SEC on December 16, 2008. The address of the Issuer's principal executive offices is 1000, rue de La Gauchetiere Ouest, Bureau 3700, Montreal, Quebec, Canada H3B 4Y7. Unless specifically amended hereby or in Amendment No. 1, Amendment No. 2, Amendment No. 3, Amendment No. 4, Amendment No. 5, Amendment No. 6 or Amendment No. 7 to the Schedule 13D, the disclosures set forth in the Schedule 13D shall remain unchanged. Capitalized terms used herein but not otherwise defined herein shall have the meanings set forth in the Schedule 13D.

Item 2. IDENTITY AND BACKGROUND.

ITEM 2 IS AMENDED AND RESTATED AS FOLLOWS:

(a) This Amendment is being filed by Teachers'.

(b) - (c) Teachers' is an Ontario, Canada corporation, the principal business of which is the administration of a pension plan and management of a pension fund for Ontario teachers. The principal office and business address of Teachers' is 5650 Yonge Street, 5th Floor, Toronto, Ontario M2M 4H5.

The name, residence or business address, and present principal occupation or employment of each director, executive officer and controlling person of Teachers' is set forth in Schedule A hereto, and is incorporated herein by reference.

(d) Neither Teachers', nor to the best of Teachers' knowledge, any of the persons identified in this Item 2 and Schedule A hereto has, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) Neither Teachers', nor to the best of Teachers' knowledge, any of the persons identified in this Item 2 and Schedule A hereto has, during the last five years, been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) Each of the persons listed on Schedule A hereto is a citizen of Canada.

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Item 5. INTERESTS IN THE SECURITIES OF THE PURCHASER.

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ITEM 5 IS AMENDED AND RESTATED AS FOLLOWS:

(a) and (b) As of the date of this Amendment, Teachers' is the beneficial owner of 39,817,938 Common Shares, representing approximately 4.99% of the Common Shares outstanding, which percentage is calculated based upon 798,624,538 Common Shares reported to be outstanding by the Issuer as of January 9, 2009. Teachers' has sole voting and dispositive power with respect to all of the Common Shares beneficially owned by it.

As of the date of this Amendment, to the best of Teachers' knowledge, the following persons listed on Schedule A hereto beneficially own the following number of Common Shares (in each case the number of Common Shares representing less than 1% of the Common Shares outstanding, which percentage is calculated based upon 798,624,538 Common Shares reported to be outstanding by the Issuer as of January 9, 2009) and, except as otherwise noted below, have sole voting power and sole dispositive power with respect to such Common Shares:

Name	Common Shares Beneficially Owned
----	-----
(i) Jean Turmel	1,830
(ii) Andrew Claerhout	183
(iii) David McGraw	472(1)
(iv) Lee Sienna	273
(v) Michael Wissell	1,000
(vi) Rosemary Zigrossi	60(2)

Teachers' disclaims beneficial ownership of any Common Shares beneficially owned by any of the foregoing persons. The foregoing persons disclaim beneficial ownership of any Common Shares beneficially owned by Teachers'.

Except as described above, neither Teachers' nor, to the best of Teachers' knowledge, any of the persons listed on Schedule A hereto beneficially owns any Common Shares.

(c) Except as set forth above or in the attached Schedule B, Teachers' has not effected any transaction in Common Shares during the 60 days preceding the date of this Amendment. To the best of Teachers' knowledge, none of the persons listed on Schedule A hereto has effected any transactions in Common Shares in the past 60 days.

(d) Not applicable.

(e) On March 12, 2009, Teachers' ceased to be the beneficial owner of more than five percent of the Common Shares of the Issuer.

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(1) Mr. McGraw owns such Common Shares in an account over which he has no investment discretion.

(2) Ms. Zigrossi owns such Common Shares in an account over which she has no investment discretion.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: March 13, 2009

ONTARIO TEACHERS' PENSION PLAN BOARD

By: /s/ Roger Barton

Name: Roger Barton
Title: Vice President

SCHEDULE A

Directors, Executive Officers, and Controlling Persons of Ontario Teachers' Pension Plan Board ("Teachers"), each of whom is a citizen of Canada.

Name	Residence or Business Address	Occupation or Employment
Jill Denham (Board member)	36 Bayview Wood Toronto, ON M4N 1R7	Former Vice-Chair, CIBC Retail Marke
Helen Kearns (Board member)	71 Hudson Drive Toronto, ON M4T 2K2	President of R.S. Bell & Associates
Hugh Mackenzie (Board member)	418 Markham Street Toronto, ON M6G 2L2	Economic Consultant
Louis Martel (Board member)	Greystone Managed Investments Inc. Canada Trust Tower, BCE Place Toronto, ON M5J 2S1	Senior Vice-President, Greystone Man Investments Inc.

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Guy Matte (Board member)	7083 Notre-Dame Orleans, ON K1C 1J1	Former Executive Director of the Association des enseignantes et des enseignants franco-ontariens
Eileen Mercier (Chairperson)	One Post Road, PH #7 Toronto, ON M3B 3R4	President, Finvoy Management Inc.
Sharon Sallows (Board member)	40 Edgar Avenue Toronto, ON M4W 2A9	Partner, Ryegate Capital Corporation
William Swirsky (Board member)	71 Constance Street Toronto, ON M6R 1S5	Vice-President, Canadian Institute of Chartered Accountants
Jean Turmel (Board member)	Perseus Capital Inc. 1155 Metcalfe St., 1st floor Montreal, Quebec H3B 5G2	President, Perseus Capital Inc.
Roger Barton	5650 Yonge Street, 5th Floor Toronto, ON M2M 4H5	Vice-President, General Counsel & Secretary of Teachers
Russ Bruch	5650 Yonge Street, 5th Floor Toronto, ON M2M 4H5	Vice-President, Investment Operations & Information Officer of Teachers
Jason Chang	5650 Yonge Street, 5th Floor Toronto, ON M2M 4H5	Vice-President, Fixed Income Capital Management of Teachers
Andrew Claerhout	4th floor, Leaconsfield House, Curzon Street, London, UK W1J5JA	Vice-President, EMEA, Private Capital of Teachers (London UK)
Shael Dolman	5650 Yonge Street, 5th Floor Toronto, ON M2M 4H5	Vice-President, Private Capital of Teachers
Stephen Dowd	5650 Yonge Street, 5th Floor Toronto, ON M2M 4H5	Senior Vice-President, Infrastructure of Teachers
Zev Frishman	5650 Yonge Street, 5th Floor Toronto, ON M2M 4H5	Vice-President, Structured Portfolio of External Managers of Teachers
Jonathan Hausman	5650 Yonge Street, 5th Floor Toronto, ON M2M 4H5	Vice-President, Alternative Investments of Emerging Markets
Dan Houle	5650 Yonge Street, 5th Floor Toronto, ON M2M 4H5	Vice-President, Investment Operations of Teachers
Kevin Kerr	5650 Yonge Street, 5th Floor Toronto, ON M2M 4H5	Vice-President, Infrastructure of Teachers
Wayne Kozun	5650 Yonge Street, 5th Floor Toronto, ON M2M 4H5	Senior Vice-President, Public Equity of Teachers
Jim Leech	5650 Yonge Street, 5th Floor	President and Chief Executive Officer

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	Toronto, ON M2M 4H5	Teachers
Leslie Lefebvre	5650 Yonge Street, 5th Floor Toronto, ON M2M 4H5	Vice-President, Global Active Equiti Teachers
Peter Maher	5650 Yonge Street, 5th Floor Toronto, ON M2M 4H5	Vice-President, Audit Services of Te
Rosemarie McClean	5650 Yonge Street, 5th Floor Toronto, ON M2M 4H5	Senior Vice-President, Member Servic Teachers
David McGraw	5650 Yonge Street, 5th Floor Toronto, ON M2M 4H5	Senior Vice-President and Chief Fin Officer of Teachers
Marcia Mendes-d'Abreu	5650 Yonge Street, 5th Floor Toronto, ON M2M 4H5	Vice-President, Human Resources of T
Ron Mock	5650 Yonge Street, 5th Floor Toronto, ON M2M 4H5	Senior Vice-President, Fixed Income Alternative Investments of Teachers
Phil Nichols	5650 Yonge Street, 5th Floor Toronto, ON M2M 4H5	Vice-President, IT Member Services o
Neil Petroff	5650 Yonge Street, 5th Floor Toronto, ON M2M 4H5	Executive Vice-President, Investment Teachers
William Royan	5650 Yonge Street, 5th Floor Toronto, ON M2M 4H5	Vice-President, Relationship Invest Teachers
Lee Sienna	5650 Yonge Street, 5th Floor Toronto, ON M2M 4H5	Vice-President, Long Term Equities o
Glen Silvestri	5650 Yonge Street, 5th Floor Toronto, ON M2M 4H5	Vice-President, Private Capital of T
Andrew Spence	5650 Yonge Street, 5th Floor Toronto, ON M2M 4H5	Vice-President and Chief Economist o
Erol Uzumeri	5650 Yonge Street, 5th Floor Toronto, ON M2M 4H5	Senior Vice-President, Private Capit Teachers
Michael Wissell	5650 Yonge Street, 5th Floor Toronto, ON M2M 4H5	Vice-President, Tactical Asset Alloc Teachers
Rosemary Zigrossi	5650 Yonge Street, 5th Floor Toronto, ON M2M 4H5	Vice-President, Asset Mix & Risk of
Barb Zvan	5650 Yonge Street, 5th Floor Toronto, ON M2M 4H5	Senior Vice-President, Asset Mix & R Teachers

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Transactions in Common Shares by Teachers' during the past 60 days:

Date of Transaction	Number of Common Shares	Purchase or Sale	Price per Common Share	Transac T
February 18, 2009	289,665	Sale	Cdn\$25.32	
February 18, 2009	3,500	Sale	Cdn\$25.32	
February 18, 2009	620,900	Sale	Cdn\$25.32	
February 18, 2009	7,900	Sale	Cdn\$25.32	
February 18, 2009	138,099	Sale	Cdn\$25.32	
February 18, 2009	67,136	Sale	Cdn\$25.32	
February 19, 2009	1,200	Sale	Cdn\$25.28	
February 19, 2009	91,900	Sale	Cdn\$25.28	
February 19, 2009	200	Sale	Cdn\$25.28	
February 19, 2009	53,703	Sale	Cdn\$25.28	
February 19, 2009	13,097	Sale	Cdn\$25.28	
February 19, 2009	4,100	Sale	Cdn\$25.28	
February 23, 2009	900	Sale	Cdn\$24.91	
February 23, 2009	165,500	Sale	Cdn\$24.91	
February 23, 2009	1,600	Sale	Cdn\$24.91	
February 23, 2009	187,839	Sale	Cdn\$24.91	
February 23, 2009	91,193	Sale	Cdn\$24.91	
February 23, 2009	46,268	Sale	Cdn\$24.91	
February 24, 2009	100	Sale	Cdn\$24.91	
February 24, 2009	9,500	Sale	Cdn\$24.91	
February 24, 2009	312,400	Sale	Cdn\$24.91	
February 24, 2009	3,600	Sale	Cdn\$24.91	
February 24, 2009	739,322	Sale	Cdn\$24.91	
February 24, 2009	96,142	Sale	Cdn\$24.91	
February 24, 2009	21,936	Sale	Cdn\$24.91	
February 25, 2009	1,300	Sale	Cdn\$25.03	

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February 25, 2009	13,400	Sale	Cdn\$25.03	
February 25, 2009	497,800	Sale	Cdn\$25.03	
February 25, 2009	8,600	Sale	Cdn\$25.03	
February 25, 2009	566,132	Sale	Cdn\$25.03	
February 25, 2009	149,668	Sale	Cdn\$25.03	
February 25, 2009	35,800	Sale	Cdn\$25.03	
February 26, 2009	651,272	Sale	Cdn\$24.96	TSX
February 26, 2009	159,228	Sale	Cdn\$24.96	
February 27, 2009	12,300	Sale	Cdn\$24.83	
February 27, 2009	216,500	Sale	Cdn\$24.83	
February 27, 2009	1,700	Sale	Cdn\$24.83	
February 27, 2009	31,900	Sale	Cdn\$24.83	
February 27, 2009	598,047	Sale	Cdn\$24.83	

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February 27, 2009	179,213	Sale	Cdn\$24.83	
February 27, 2009	20,340	Sale	Cdn\$24.83	
March 2, 2009	200	Sale	Cdn\$24.16	
March 2, 2009	7,700	Sale	Cdn\$24.16	
March 2, 2009	159,200	Sale	Cdn\$24.16	
March 2, 2009	2,500	Sale	Cdn\$24.16	
March 2, 2009	246,657	Sale	Cdn\$24.16	
March 2, 2009	76,743	Sale	Cdn\$24.16	
March 2, 2009	7,300	Sale	Cdn\$24.16	
March 3, 2009	300	Sale	Cdn\$24.22	
March 3, 2009	11,200	Sale	Cdn\$24.22	

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March 3, 2009	137,500	Sale	Cdn\$24.22
March 3, 2009	2,500	Sale	Cdn\$24.22
March 3, 2009	429,070	Sale	Cdn\$24.22
March 3, 2009	187,230	Sale	Cdn\$24.22
March 3, 2009	35,700	Sale	Cdn\$24.22
March 4, 2009	4,800	Sale	Cdn\$24.42
March 4, 2009	158,600	Sale	Cdn\$24.42
March 4, 2009	1,100	Sale	Cdn\$24.42
March 4, 2009	112,624	Sale	Cdn\$24.42
March 4, 2009	80,706	Sale	Cdn\$24.42
March 4, 2009	12,170	Sale	Cdn\$24.42
March 12, 2009	110,400	Sale	Cdn\$24.28
March 12, 2009	3,089,600	Sale	Cdn\$24.28