

TELEFONICA S A
Form 6-K
August 03, 2010

FORM 6-K
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Report of Foreign Private Issuer
Pursuant to Rule 13a-16 or 15d-16
of the Securities Exchange Act of 1934
For the month of August, 2010
Commission File Number: 001-09531

Telefónica, S.A.

(Translation of registrant's name into English)

Distrito C, Ronda de la Comunicación s/n,
28050 Madrid, Spain
3491-482 85 48

(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F:
Form 20-F Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Yes No

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Yes No

Indicate by check mark whether by furnishing the information contained in this Form, the registrant is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934:

Yes No

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): N/A

Telefónica, S.A.
TABLE OF CONTENTS

| Item | | Sequential Page Number |
|-------------|-----------------------------------|---------------------------------------|
| 1. | Telefónica Performance Share Plan | 4 |

RAMIRO SÁNCHEZ DE LERÍN GARCÍA-OVIES

*General Secretary and
Secretary to the Board of Directors*

TELEFÓNICA, S.A.

In accordance with article 47 of Royal Decree 1362/2007 of October 19, and article 82 of the Spanish Securities Market Act (*Ley del Mercado de Valores*), TELEFÓNICA, S.A. hereby reports the following

RELEVANT INFORMATION

In accordance with the general terms and conditions of the Performance Share Plan 2006 (PSP) authorised by the Annual General Shareholders Meeting of the Company held on June 21st, 2006, the Board of Directors of TELEFÓNICA, S.A, at its meeting held on July 28, 2010, has agreed to proceed with the delivery of the total number of shares allotted to the beneficiaries for the second cycle (2007-2010) of this Plan, as long as the Total Shareholder Return (TSR) on TELEFÓNICA, S.A. shares has been higher, during this second cycle, than the TSR of the companies that account for 75% of the Comparison Group's stock market capitalisation.

In accordance with the above, it is attached as Schedule I the breakdown of shares to be delivered to the Directors and Executive Officers of TELEFÓNICA, S.A who are beneficiaries of this Plan, during this second cycle.

Additionally, the Board of Directors resolved, preceded by the relevant favourable report of the Nominating, Compensation and Corporate Governance Committee, to allocate the shares corresponding to the fifth cycle (2010-2013) of the said Plan, as per the attached breakdown, included as Schedule II, as far as Directors and Executive Officers are concerned.

Madrid, August 3, 2010.

Gran Vía, 28 9Planta 28013 Madrid

**Communication of remuneration plans for Directors or Executive Officers
(Royal Decree 1362/2007 of October 19th)**

SCHEDULE I

**LIST OF DIRECTORS AND EXECUTIVE OFFICERS WHO ARE BENEFICIARIES OF THE PLAN
(SECOND CYCLE 2007-2010)**

I.- Executive Directors

| First name and surname | Number of shares delivered | Percentage of share capital |
|--------------------------------------|----------------------------|-----------------------------|
| Mr. César Alierta Izuel | 116,239 | 0.003% |
| Mr. Julio Linares López | 57,437 | 0.001% |
| Mr. José María Álvarez-Pallete López | 53,204 | 0.001% |

II.- Executive Officers

| First name and surname | Number of shares delivered | Percentage of share capital |
|--|----------------------------|-----------------------------|
| Mr. Santiago Fernández Valbuena | 53,204 | 0.001% |
| Mr. Guillermo Ansaldo Lutz | 31,439 | 0.001% |
| Mr. Matthew Key* | 89,331 | 0.002% |
| Mr. Luis Abril Pérez | 31,274 | 0.001% |
| Mr. Calixto Ríos Pérez* | 15,671 | 0.000% |
| Mr. Ramiro Sánchez de Lerín García-Ovies | 30,762 | 0.001% |

* It is stated that the number of shares delivered to the beneficiary is lower than the number of shares allotted included in the table, because the number of shares equivalent to the amount to be withheld for tax purposes in the case of Spanish tax residents has been deducted from the total amount of shares allotted.

**Communication of remuneration plans for Directors or Executive Officers
(Royal Decree 1362/2007 of October 19th)**

SCHEDULE II

**LIST OF DIRECTORS AND EXECUTIVE OFFICERS WHO ARE BENEFICIARIES OF THE PLAN
(FIFTH CYCLE 2010-2013)**

I.- Executive Directors.

| First name and surname | Maximum number of shares allotted | Percentage of share capital |
|--------------------------------------|---|-----------------------------------|
| Mr. César Alierta Izuel | 170,897 | 0.004% |
| Mr. Julio Linares López | 128,173 | 0.003% |
| Mr. José María Álvarez-Pallete López | 77,680 | 0.002% |

II.- Executive Officers.

| First name and surname | Maximum number of shares allotted | Percentage of share capital |
|--|---|-----------------------------------|
| Mr. Santiago Fernández Valbuena | 77,680 | 0.002% |
| Mr. Guillermo Ansaldo Lutz | 76,608 | 0.002% |
| Mr. Matthew Key | 99,118 | 0.002% |
| Mr. Luis Abril Pérez | 45,486 | 0.001% |
| Mr. Calixto Ríos Pérez | 6,860 | 0.000% |
| Mr. Ramiro Sánchez de Lerín García-Ovies | 44,733 | 0.001% |

Gran Vía, 28 9Planta 28013 Madrid

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Telefónica, S.A.

Date: August 3rd, 2009

By: /s/ Ramiro Sánchez de Lerín García-Ovies

Name: Ramiro Sánchez de Lerín
García-Ovies

Title: General Secretary and Secretary to
the Board of Directors