

HUNGARIAN TELEPHONE & CABLE CORP  
 Form 4  
 March 15, 2007

**FORM 4**

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

OMB APPROVAL

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**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 \*  
**HOLM TORBEN V**

(Last) (First) (Middle)

C/O HUNGARIAN TELEPHONE AND CABLE CORP., 1201 THIRD AVENUE, SUITE 3400

(Street)

SEATTLE, WA 98101-3034

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**HUNGARIAN TELEPHONE & CABLE CORP [HTC]**

3. Date of Earliest Transaction  
 (Month/Day/Year)  
**03/15/2007**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**President and CEO**

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

**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 Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	

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

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8.	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 6.21	03/15/2007		D	5,000	05/24/2001 05/19/2008	Common Stock	5,000	
Stock Option (Right to Buy)	\$ 6.49	03/15/2007		D	5,000	05/21/2002 05/19/2008	Common Stock	5,000	
Stock Option (Right to Buy)	\$ 5.78	03/15/2007		D	5,000	05/22/2003 05/19/2008	Common Stock	5,000	
Stock Option (Right to Buy)	\$ 10.89	03/15/2007		D	5,000	05/22/2004 05/19/2008	Common Stock	5,000	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HOLM TORBEN V C/O HUNGARIAN TELEPHONE AND CABLE CORP. 1201 THIRD AVENUE, SUITE 3400 SEATTLE, WA 98101-3034			President and CEO	

## Signatures

/s/ Peter T. Noone,  
Attorney-in-Fact

03/15/2007

\*\*Signature of Reporting Person

Date

## 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) Mr. Holm voluntarily returned to the Issuer (for no consideration) options awarded under the Issuer's Non-Employee Director Stock Option Plan due to an internal policy of Mr. Holm's employer, TDC A/S.

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

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