

HUNGARIAN TELEPHONE & CABLE CORP
 Form 4
 March 31, 2005

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 *
 TDC A/S

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 03/30/2005

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

NOERREGADE 21 0900
 COPENHAGEN C

(Street)

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

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

DENMARK, G7 8000

(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 Ownership: Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/30/2005		P		1,548,572	A	\$ 19.5
Common Stock	03/30/2005		P		761,164	A	\$ 19.5
Common Stock	03/30/2005		P		441,200	A	\$ 19.5

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

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 (9-02)

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

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		6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)			
					Acquired (A)	or Disposed of (D)					
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Series A Convertible Preferred Stock	\$ 0 <u>(1)</u>	03/30/2005		P		12,000		<u>(1)</u>	<u>(1)</u>	Common Stock	120,000
Warrants to purchase Common Stock	\$ 0 <u>(2)</u>	03/30/2005		P		21		<u>(2)</u>	<u>(2)</u>	Common Stock	2,100,000
Warrants to purchase Common Stock	\$ 0 <u>(3)</u>	03/30/2005		P		4		<u>(3)</u>	<u>(3)</u>	Common Stock	400,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TDC A/S NOERREGADE 21 0900 COPENHAGEN C DENMARK, G7 8000		X		

Signatures

/s/ Henning Dyremose, President and CEO	03/31/2005
<u> </u> **Signature of Reporting Person	Date
/s/ Hans Munk Nielsen, Senior Executive Vice President and CFO	03/31/2005
<u> </u> **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) Holders of Series A Convertible Preferred Stock have the right, at any time, to convert any such shares into ten shares of common stock of Hungarian Telephone and Cable Corp.

On March 30, 2005, TDC A/S entered into an agreement to acquire warrants to purchase 2,100,000 shares of Common Stock from Asset

(2) Holder PCC Limited Re: Ashmore Emerging Markets Liquid Investment Portfolio for a period of 60 days from the date of acquisition for an aggregate price of \$19,950,000, which represents a price of \$9.50 per share.

On March 30, 2005, TDC A/S entered into an agreement to acquire warrants to purchase 400,000 shares of Common Stock from

(3) Ashmore Emerging Markets Debt Fund for a period of 60 days from the date of acquisition for an aggregate price of \$3,800,000, which represents a price of \$9.50 per share.

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.