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HUNGARIAN TELEPHONE & CABLE CORP

Form 4 March 30, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

OMB APPROVAL

Expires:

January 31, 2005

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obligations

SECURITIES may continue.

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 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Nordic Telephone CO ApS

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

Officer (give title below)

__ 10% Owner Other (specify

(Month/Day/Year) 03/28/2007

C/O BECH-BRUUN, LANGELINIE

(Street)

(State)

03/28/2007

ALLE 35

(City)

Common

Stock

4. If Amendment, Date Original

Code V

J(1)

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

Director

Form filed by One Reporting Person _X_ Form filed by More than One Reporting

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

COPENHAGEN, G7 2100

2. Transaction Date 2A. Deemed 1. Title of Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

(Zip)

3. 4. Securities Acquired (A) 5. Amount of Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

Amount

2,500,000

Securities Beneficially Owned Following Reported

6. Ownership Form: Direct (D) or Indirect

7. Nature of Indirect Beneficial Ownership (Instr. 4)

(A) or

Transaction(s) (Instr. 3 and 4)

(Instr. 4)

Ι

Price (D)

10,799,782 \$ 10 (2)

See Notes (3) (5) (7)

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

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SEC 1474 (9-02)

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. Transacti Code (Instr. 8)	Securities Acquired (A) or	inNumber of (Month/Day/Year) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,		7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Warrants to purchase Common Stock	\$ 10	03/28/2007		X	25	01/02/2004	03/31/2007	Common Stock	2,500,000

Reporting Owners

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	
Nordic Telephone CO ApS C/O BECH-BRUUN LANGELINIE ALLE 35 COPENHAGEN, G7 2100		X			
Nordic Telephone CO Investment ApS C/O BECH-BRUUN LANGELINIE ALLE 35 COPENHAGEN, G7 2100		X			

Signatures

See signatures of reporting persons attached as Exhibit 99.1 03/30/2007

**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).
- TDC A/S has advised the reporting persons hereof as follows: On March 28, 2007, TDC A/S fully exercised warrants No.1 through No. 25, each dated as of June 15, 2005 to purchase 2,500,000 shares of common stock of the Issuer pursuant to the Warrant Confirmation Letter, dated as of January 8, 2007. The purchase price for the 2,500,000 shares of common stock of the Issuer (US\$ 25,000,000) was paid by TDC in full by delivery to the Issuer of the twenty-five floating rate unsecured notes on March 28, 2007.

TDC A/S has advised the reporting persons hereof as follows: After the Transaction described herein, TDC beneficially owns 10,799,782 Shares of the Issuer (including any Shares that are deemed to be beneficially owned by TDC). Of the 10,799,782 Shares beneficially owned by TDC, (i) 10,499,782 Shares are beneficially owned by TDC, and (ii) 300,000 Shares are deemed to be beneficially owned by TDC because TDC owns 30,000 shares of Series A Convertible Preferred Stock of the Issuer, each of which is convertible into ten Shares at the option of the holder of those shares.

Reporting Owners 2

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- (3) See Exhibit 99.2 for explanation of the nature of indirect beneficial ownership.
- TDC A/S has advised the reporting persons hereof as follows: After the Transaction described herein, TDC will only own 30,000 shares

 (4) of Series A Convertible Preferred Stock of the Issuer, each of which is convertible into ten Shares at the option of the holder of those shares
- Pursuant to Rule 16a-1(a)(4) of the Securities Exchange Act of 1934, as amended, each of the Reporting Persons herein states that this filing shall not be deemed an admission that he or it is the beneficial owner of any of the shares of Common Stock, Series A Convertible
- Preferred Stock and Warrants to purchase Common Stock (the "Securities") covered by this Statement. Each of the reporting persons disclaims beneficial ownership of the Securities, except to the extent of its or his pecuniary interest in such Securities.
- (6) Due to the electronic system's limitation of 10 Reporting Persons per joint filing, this statement is being filed in 9 parts.
- (7) Information with respect to each of the Reporting Persons is given solely by such Reporting Person, and no Reporting Person has responsibility for the accuracy or completeness of information supplied to another Reporting Person.

Remarks:

Exhibit 99.1 - Joint Filer Information; Exhibit 99.2 - Nature of Indirect Beneficial Ownership; Exhibit 99.3 - Joint Filing Agre

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.