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AMDOCS LTD
Form SC 13D/A
November 03, 2005

SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

SCHEDULE 13D/A
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO
RULE 13d-2(a)

(Amendment No. 12)

AMDOCS LIMITED

(Name of Issuer)

Ordinary Shares, par value (pound) 0.01

(Title of Class of Securities)

G02602 10 3

(Cusip Number)

Wayne Wirtz, Esq.
SBC Communications Inc.
175 East Houston
San Antonio, TX 78205
(210) 351-3736

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

November 1, 2005

(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 which is the subject of this Schedule 13D and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box [].

(continued on following pages)
(Page 1 of 11 Pages)

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1 NAME OF REPORTING PERSON SBC COMMUNICATIONS INC.
 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON 43-1301883

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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) []
(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS
IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

NUMBER OF	7	SOLE VOTING POWER	6,200,000
SHARES			
BENEFICIALLY	8	SHARED VOTING POWER	4,547,698
OWNED BY			
EACH			
REPORTING	9	SOLE DISPOSITIVE POWER	6,200,000
PERSON			
WITH	10	SHARED DISPOSITIVE POWER	4,547,698

11 AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON 10,747,698

12 CHECK BOX IF THE AGGREGATE AMOUNT IN
ROW (11) EXCLUDES CERTAIN SHARES []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 5.4%

14 TYPE OF REPORTING PERSON HC

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1 NAME OF REPORTING PERSON SBC INTERNATIONAL, INC.
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON 43-1380735

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) []
(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS
IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

NUMBER OF	7	SOLE VOTING POWER	0
SHARES			
BENEFICIALLY	8	SHARED VOTING POWER	4,547,698
OWNED BY			
EACH			
REPORTING	9	SOLE DISPOSITIVE POWER	0
PERSON			
WITH	10	SHARED DISPOSITIVE POWER	4,547,698

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11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	4,547,698

12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	[]

13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	2.3%

14	TYPE OF REPORTING PERSON	CO

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1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON	SBC OPTION DELIVERY L.L.C.

2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) [] (b) []

3	SEC USE ONLY	

4	SOURCE OF FUNDS	WC

5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)	[]

6	CITIZENSHIP OR PLACE OF ORGANIZATION	Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER	0

	8	SHARED VOTING POWER	500,000

	9	SOLE DISPOSITIVE POWER	0

	10	SHARED DISPOSITIVE POWER	500,000

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	500,000

12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	[]

13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	0.3%

14	TYPE OF REPORTING PERSON	CO

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AMENDMENT NO. 12 TO SCHEDULE 13D
RELATING TO ORDINARY SHARES
OF AMDOCS LIMITED

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This statement on Schedule 13D filed on February 22, 2000 (the "Original 13D"), as amended by Amendment No. 1 filed on February 22, 2001, Amendment No. 2 filed on February 27, 2001, Amendment No. 3 filed on June 21, 2001, Amendment No. 4 filed on December 7, 2001, Amendment No. 5 filed on December 7, 2001, Amendment No. 6 filed on January 31, 2002, Amendment No. 7 filed on September 9, 2002, Amendment No. 8 filed on November 14, 2002, and Amendment No. 9 filed on June 17, 2004, Amendment No. 10 filed on September 27, 2004, and Amendment No. 11 filed on December 28, 2004, by SBC Communications Inc. ("SBC") is hereby further amended to report a change in ownership of shares of Amdocs Limited (the "Company").

Item 1. Security and Issuer

This statement relates to the Ordinary Shares, par value (pound) 0.01 (the "Shares"), of Amdocs Limited, a company organized under the laws of the Island of Guernsey. The Shares trade on the New York Stock Exchange under the symbol "DOX". The principal executive office of the Company is Suite 5, Tower Hill House Le Bordage, St. Peter Port, Island of Guernsey, GY1 3QT Channel Islands.

Item 2. Identity and Background

(c) The name, and principal occupations of each executive officer and director of SBC, SBC International, Inc. ("SBCI"), and SBC Hedging Management L.L.C. (as manager of SBC Option Delivery L.L.C. ("SBCO")) are set forth in Exhibits I, 2 and 3 hereto, respectively, and incorporated herein by reference. The principal business address for the named individuals on Exhibits 1, 2 and 3 is 175 E. Houston, San Antonio, Texas, 78205, USA.

Item 4. Purpose of Transaction

On November 1, 2005, SBCO sold 2,695,823 Shares to SBCI.

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Item 5. Interest in Securities of the Issuer

(a) SBCI, a wholly-owned subsidiary of SBC, beneficially owns 4,547,698 Shares representing 2.3% of the outstanding ordinary Shares class. SBCO, a wholly-owned subsidiary of SBCI, beneficially owns 500,000 Shares representing 0.3% of the outstanding ordinary Shares class. As of June 30, 2005, the capital structure of the Company consists of 199,239,000 Shares (according to Form 6-K filed by the Company on August 15, 2005). SBC possesses ultimate beneficial ownership of the reported Shares by virtue of its ownership of SBCI and SBCO.

(b) SBC beneficial ownership interest:
Percent of class.....5.4%
Sole power to vote or to direct the vote.....6,200,000 Shares
Shared power to vote or to direct the vote.....4,547,698 Shares
Sole power to dispose or to direct the disposition of..6,200,000 Shares
Shared power to dispose or direct the disposition of...4,547,698 Shares

SBCI beneficial ownership interest(1):
Percent of class.....2.3%
Sole power to vote or to direct the vote.....0 Shares
Shared power to vote or to direct the vote.....4,547,698 Shares

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Sole power to dispose or to direct the disposition of.....0 Shares
 Shared power to dispose or direct the disposition of...4,547,698 Shares

SBCO beneficial ownership interest (2):

Percent of class.....0.3%
 Sole power to vote or to direct the vote.....0 Shares
 Shared power to vote or to direct the vote.....500,000 Shares
 Sole power to dispose or to direct the disposition of.....0 Shares
 Shared power to dispose or direct the disposition of.....500,000 Shares

- (1) SBC has ultimate control over these Shares by virtue of its ownership of SBCI.
- (2) Each of SBC and SBCI has ultimate control over these Shares by virtue of their ownership of SBCO. (c) During the last sixty days, SBCO disposed of Shares as follows:

Transaction Date	Type of Transaction	Number of Shares	Average Price Per Share
11/01/05	Transfer between subsidiaries	2,695,823	\$26.47

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Item 7. Material to be Filed as Exhibits

Exhibit No.	Description
1	Directors and Executive Officers of SBC Communications Inc.
2	Directors and Executive Officers of SBC International, Inc.
3	Directors and Executive Officers of SBC Hedging Management L.L.C. (as manager of SBC Option Delivery L.L.C.)

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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.

SBC COMMUNICATIONS INC.

Dated: November 3, 2005

By: /s/ James S. Kahan
 James S. Kahan

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Senior Vice President -
Corporate Development

SBC INTERNATIONAL, INC.

Dated: November 3, 2005

By: /s/ James S. Kahan
James S. Kahan
Executive Vice President - Development

SBC OPTION DELIVERY L.L.C.

By SBC Hedging Management L.L.C.
Manager of SBC Option Delivery L.L.C.

Dated: November 3, 2005

By: /s/ Harold E. Rainbolt
Harold E. Rainbolt
Director, SBC Hedging Management L.L.C.