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BCE INC
Form SC 13D/A
October 25, 2007

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

SCHEDULE 13D/A

UNDER THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO. 5) *

BCE INC.

(Name of Issuer)

COMMON SHARES, NO PAR VALUE

(Title of Class of Securities)

05534B760 4

(CUSIP Number)

JEFFREY M. DAVIS
SENIOR LEGAL COUNSEL, INVESTMENTS
ONTARIO TEACHERS' PENSION PLAN BOARD
5650 YONGE STREET, 5TH FLOOR
TORONTO, ONTARIO
CANADA M2M 4H5
(416) 228-5900

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

OCTOBER 19, 2007

(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 that is the subject of this Schedule 13D, and is filing this schedule because of ss.240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. [X]

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See ss.240.13d-7 for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed

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to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 05534B760 4

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|---|--|--|
| ----- | | |
| 1. | Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only). | |
| | ONTARIO TEACHERS' PENSION PLAN BOARD | |
| ----- | | |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions) | |
| | (a) _____ | (b) X |
| ----- | | |
| 3. | SEC Use Only | |
| ----- | | |
| 4. | Source of Funds (See Instructions) | 00 |
| ----- | | |
| 5. | Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) | [_] |
| ----- | | |
| 6. | Citizenship or Place of Organization | ONTARIO, CANADA |
| ----- | | |
| | 7. | Sole Voting Power 50,802,638 shares |
| Number of Shares Beneficially Owned by Each Reporting Person With | 8. | Shared Voting Power -0- |
| | 9. | Sole Dispositive Power 50,802,638 shares |
| | 10. | Shared Dispositive Power -0- |
| | ----- | |
| 11. | Aggregate Amount Beneficially Owned by Each Reporting Person | 50,802,638 shares |
| ----- | | |
| 12. | Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) | [X] (1) |
| ----- | | |
| 13. | Percent of Class Represented by Amount in Row (11) | 6.3 |
| ----- | | |
| 14. | Type of Reporting Person (See Instructions) | EP |
| ----- | | |

(1) For additional information regarding disclaimer of beneficial ownership of certain securities of the Issuer, please see the disclosure included in

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Item 5.

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This Amendment No. 5 (this "Amendment") amends the Statement of Beneficial Ownership on Schedule 13D originally filed with the Securities and Exchange Commission (the "SEC") on April 9, 2007 (the "Schedule 13D") by Ontario Teachers' Pension Plan Board ("Teachers'") with respect to the Common Shares, no par value (the "Common Shares") of BCE Inc., a corporation organized under the laws of Canada (the "Issuer"), as amended by Amendment No. 1 to the Schedule 13D, as filed with the SEC on June 5, 2007; Amendment No. 2 to the Schedule 13D, as filed with the SEC on June 7, 2007; Amendment No. 3 to the Schedule 13D, as filed with the SEC on June 28, 2007 and Amendment No. 4 to the Schedule 13D, as filed with the SEC on July 5, 2007. The address of the Issuer's principal executive offices is 1000, rue de La Gauchetiere Ouest, Bureau 3700, Montreal, Quebec, Canada H3B 4Y7. Unless specifically amended hereby or in Amendment No. 1, Amendment No. 2, Amendment No. 3 or Amendment No. 4 to the Schedule 13D, the disclosures set forth in the Schedule 13D shall remain unchanged. Capitalized terms used herein but not otherwise defined herein shall have the meanings set forth in the Schedule 13D.

ITEM 2. IDENTITY AND BACKGROUND.

ITEM 2 IS AMENDED AND RESTATED AS FOLLOWS:

(a) This Amendment is being filed by Teachers'.

(b) - (c) Teachers' is an Ontario, Canada corporation, the principal business of which is the administration of a pension plan and management of a pension fund for Ontario teachers. The principal office and business address of Teachers' is 5650 Yonge Street, 5th Floor, Toronto, Ontario M2M 4H5.

The name, residence or business address, and present principal occupation or employment of each director, executive officer and controlling person of Teachers' is set forth in Schedule A hereto, and is incorporated herein by reference.

(d) Neither Teachers', nor to the best of Teachers' knowledge, any of the persons identified in this Item 2 and Schedule A hereto has, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) Neither Teachers', nor to the best of Teachers' knowledge, any of the persons identified in this Item 2 and Schedule A hereto has, during the last five years, been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) Each of the persons listed on Schedule A hereto is a citizen of Canada.

ITEM 4. PURPOSE OF TRANSACTION.

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ITEM 4 IS AMENDED TO ADD THE FOLLOWING:

As previously disclosed on Amendment No. 4 to the Schedule 13D, a Definitive Agreement, dated as of June 29, 2007 (the "Definitive Agreement"), has been entered into by and between the Issuer and 6796508 Canada Inc., a Canadian corporation formed by Teachers', Providence Equity Partners Inc. ("PEP") and Madison Dearborn Partners, LLC for the purpose of effecting the transactions contemplated by the Definitive Agreement (the "Buyer"). On October 19, 2007, ML IBK Positions, Inc. ("ML IBK") delivered an equity commitment

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letter to an affiliate of PEP and the Buyer, pursuant to which ML IBK committed, subject to certain conditions, to purchase (or cause a permitted assignee to purchase) a minority equity interest in Buyer or Buyer's ultimate parent company for an aggregate purchase price of CAD\$475,000,000, on the same pricing basis as equity interests to be purchased by Teachers', PEP and affiliates of Madison Dearborn Partners, LLC and their respective affiliates.

ITEM 5. INTERESTS IN THE SECURITIES OF THE ISSUER.

ITEM 5 IS AMENDED TO ADD THE FOLLOWING:

(a) and (b) As of the date of this Amendment, Teachers' is the beneficial owner of 50,802,638 Common Shares, representing approximately 6.3% of the Common Shares outstanding, which percentage is calculated based upon 804,824,883 Common Shares reported to be outstanding by the Issuer as of August 10, 2007, as disclosed in the Issuer's Form 6-K filed on August 14, 2007. Teachers' has sole voting and dispositive power with respect to all of the Common Shares beneficially owned by it.

As a result of the matters described in Item 4 above, Teachers' may be deemed to constitute a "group," within the meaning of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended, with ML IBK and or one or more of its affiliates (each, a "Merrill Lynch entity" and, collectively, the "Merrill Lynch entities"). As described below, it is possible that Teachers' and each of the Merrill Lynch entities may be deemed to beneficially own all of the Common Shares beneficially owned by each Merrill Lynch entity.

To the knowledge of Teachers', the Merrill Lynch entities collectively beneficially owned 7,550,583 Common Shares as of October 18, 2007. Teachers' and the Merrill Lynch entities would collectively beneficially own, in the aggregate, approximately 7.2% of the issued and outstanding Common Shares (based on the number of 804,824,883 shares of Common Shares outstanding as of August 10, 2007 as disclosed in the Issuer's Form 6-K filed on August 14, 2007). Teachers' hereby disclaims beneficial ownership of Common Shares owned by any Merrill Lynch entity.

(c) Except as set forth above or in the attached Schedule A, Teachers' has not effected any transaction in Common Shares during the 60 days preceding the date of this Amendment. All such transactions were effected in the open market, unless otherwise noted.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER

Please see Item 4 above.

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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.

Dated: October 25, 2007

ONTARIO TEACHERS' PENSION PLAN BOARD

By: /s/ Claude Lamoureux

Name: Claude Lamoureux
Title: President and Chief Executive
Officer

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SCHEDULE A

Directors, Executive Officers, and Controlling Persons of Ontario Teachers' Pension Plan Board ("Teachers"), each of whom is a citizen of Canada.

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| NAME | RESIDENCE OR BUSINESS ADDRESS | OCCUPATION OR EMPLOYMENT |
|-----------------------------------|--|---|
| Jill Denham (Board member) | 36 Bayview Wood Toronto, ON M4N 1R7 | Former Vice-Chair, CIBC Retail Markets |
| Helen Kearns (Board member) | 71 Hudson Drive Toronto, ON M4T 2K2 | President of R.S. Bell & Associates |
| Hugh Mackenzie (Board member) | 418 Markham Street Toronto, ON M6G 2L2 | Economic Consultant |
| Louis Martel (Board member) | Greystone Managed Investments Inc. Canada Trust Tower, BCE Place Toronto, ON M5J 2S1 | Senior Vice-President, Greystone Managed Investments Inc. |
| Guy Matte (Board member) | 7083 Notre-Dame Orleans, ON K1C 1J1 | Former Executive Director of the Association des enseignantes et des enseignants franco-ontariens |
| Eileen Mercier (Chairperson) | 199 Cranbrooke Avenue Toronto, ON M5M 1M6 | President, Finvoy Management Inc. |
| Sharon Sallows (Board member) | 40 Edgar Avenue Toronto, ON M4W 2A9 | Partner, Ryegate Capital Corporation |
| William Swirsky (Board member) | 71 Constance Street Toronto, ON M6R 1S5 | Vice-President, Canadian Institute of Chartered Accountants |
| Jean Turmel (Board member) | Perseus Capital Inc. 1155 Metcalfe St., 1st floor Montreal, Quebec H3B 5G2 | President, Perseus Capital Inc. |
| Roger Barton | 5650 Yonge Street, 5th Floor Toronto, ON M2M 4H5 | Vice-President, General Counsel & Secretary of Teachers' |
| Robert Bertram | 5650 Yonge Street, 5th Floor Toronto, ON M2M 4H5 | Executive Vice-President, Investments of Teachers' |
| John Brennan | 5650 Yonge Street, 5th Floor Toronto, ON M2M 4H5 | Vice-President, Human Resources & Public Affairs of Teachers' |

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|-------------------|---|---|
| Russ Bruch | 5650 Yonge Street, 5th Floor Toronto, ON M2M 4H5 | Vice-President Investment Operations & Chief Information Officer of Teachers' |
| Stephen Dowd | 5650 Yonge Street, 5th Floor Toronto, ON M2M 4H5 | Vice-President, Infrastructure of Teachers' |
| Zev Frishman | 5650 Yonge Street, 5th Floor Toronto, ON M2M 4H5 | Vice-President, Structured Portfolios & External Managers of Teachers' |
| Brian Gibson | 5650 Yonge Street, 5th Floor Toronto, ON M2M 4H5 | Senior Vice-President, Public Equities of Teachers' |
| Dan Houle | 5650 Yonge Street, 5th Floor Toronto, ON M2M 4H5 | Vice-President, Business Solutions Investment I&T of Teachers' |
| Wayne Kozun | 5650 Yonge Street, 5th Floor Toronto, ON M2M 4H5 | Vice-President, Tactical Asset Allocation, of Teachers' |
| Claude Lamoureux | 5650 Yonge Street, 5th Floor Toronto, ON M2M 4H5 | President and Chief Executive Officer of Teachers' |
| Jim Leech | 5650 Yonge Street, 5th Floor Toronto, ON M2M 4H5 | CEO Designate, Teachers' |
| Peter Maher | 5650 Yonge Street, 5th Floor Toronto, ON M2M 4H5 | Vice-President Audit Services of Teachers' |
| Rosemarie McClean | 5650 Yonge Street, 5th Floor Toronto, ON M2M 4H5 | Senior Vice-President Member Services of Teachers' |

| | | |
|--------------|---|---|
| David McGraw | 5650 Yonge Street, 5th Floor Toronto, ON M2M 4H5 | Vice-President and Chief Financial Officer of Teachers' |
| Dean Metcalf | 5650 Yonge Street, 5th Floor Toronto, ON M2M 4H5 | Vice-President, Teachers' Private Capital of Teachers' |
| Ron Mock | 5650 Yonge Street, 5th Floor Toronto, ON M2M 4H5 | Vice-President, Alternative Investments of Teachers' |

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|-------------------|---|---|
| Phil Nichols | 5650 Yonge Street, 5th Floor Toronto, ON M2M 4H5 | Vice-President, IT Member Services of Teachers' |
| Neil Petroff | 5650 Yonge Street, 5th Floor Toronto, ON M2M 4H5 | Group Senior Vice-President Investments of Teachers' |
| Sean Rogister | 5650 Yonge Street, 5th Floor Toronto, ON M2M 4H5 | Senior Vice-President Fixed Income & Tactical Asset Allocation of Teachers' |
| Lee Sienna | 5650 Yonge Street, 5th Floor Toronto, ON M2M 4H5 | Vice-President, Teachers' Private Capital of Teachers' |
| Andrew Spence | 5650 Yonge Street, 5th Floor Toronto, ON M2M 4H5 | Vice-President and Chief Economist of Teachers' |
| Erol Uzumeri | 5650 Yonge Street, 5th Floor Toronto, ON M2M 4H5 | Senior Vice-President, Teachers' Private Capital of Teachers' |
| Alan Wilson | 5650 Yonge Street, 5th Floor Toronto, ON M2M 4H5 | Vice-President, Fixed Income Credit of Teachers' |
| Rosemary Zigrossi | 5650 Yonge Street, 5th Floor Toronto, ON M2M 4H5 | Vice-President, Venture Capital of Teachers' |
| Barb Zvan | 5650 Yonge Street, 5th Floor Toronto, ON M2M 4H5 | Senior Vice-President Asset Mix & Risk of Teachers' |