

KONINKLIJKE KPN N V
Form 4
February 02, 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 *
KONINKLIJKE KPN N V

2. Issuer Name and Ticker or Trading Symbol
EUROWEB INTERNATIONAL
CORP [EWEB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

MAANPLEIN 55

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/01/2005

____ Director
____ Officer (give title below)
__X__ 10% Owner
____ Other (specify below)

THE HAGUE, P7 2516 CK

(City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
____ 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

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price \$			
Common Stock	02/01/2005		S	289,855 (1) D 3.45 (1)	2,036,188 (1)	I (2)	See Footnote (2)

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. 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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KONINKLIJKE KPN N V MAANPLEIN 55 THE HAGUE, P7 2516 CK		X		
KPN TELECOM BV MAANPLEIN 55 THE HAGUE, P7 2516 CK		X		

Signatures

/s/ GERT JAN WUNDERINK, KONINKLIJKE KPN N.V., BY POWER OF ATTORNEY

02/01/2005

__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) ON AUGUST 30, 2001, THE ISSUER'S STOCKHOLDERS APPROVED A ONE-FOR-FIVE REVERSE STOCK SPLIT OF THE ISSUER'S COMMON STOCK, WHICH TOOK EFFECT ON DECEMBER 5, 2001. ALL REPORTED INFORMATION HAS BEEN ADJUSTED TO REFLECT THE ONE-FOR-FIVE REVERSE STOCK SPLIT.

(2) THESE SHARES ARE OWNED DIRECTLY BY KPN TELECOM B.V., WHICH IS A WHOLLY OWNED SUBSIDIARY OF KONINKLIJKE KPN N.V. KONINKLIJKE KPN N.V. IS INDIRECT BENEFICIAL OWNER OF THE REPORTED SECURITIES.

Remarks:

EXHIBIT LIST:

EXHIBIT 24 - POWER OF ATTORNEY

EXHIBIT 99 - JOINT FILER INFORMATION

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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.