

TELE CENTRO OESTE CELULAR PARTICIPACOES

Form 6-K

December 16, 2005

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**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

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**FORM 6-K**

Report of Foreign Private Issuer  
Pursuant to Rule 13a-16 or 15d-16 of the  
Securities Exchange Act of 1934

**For the month of December, 2005**

**Commission File Number 001-14489**

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**TELE CENTRO OESTE CELULAR PARTICIPAÇÕES S.A.**

(Exact name of registrant as specified in its charter)

**Tele Centro Oeste Celular Participações Holding Company**

(Translation of Registrant's name into English)

SCS - Quadra 2, Bloco C lote 226 7th floor  
-7° Andar, Brasília, D.F.  
Federative Republic of Brazil  
(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

Form 20-F  Form 40-F

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes  No

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**TELE CENTRO OESTE CELULAR PARTICIPAÇÕES S/A**

Publicly-held Company – C.N.P.J. 02.558.132/0001-69

**NOTICE TO SHAREHOLDERS****PAYMENT OF INTEREST ON OWN CAPITAL, DIVIDENDS AND****INTERIM DIVIDENDS**

We hereby notify the Shareholders that, as from 12/22/2005, the Company will start paying Interest on Own Capital – JSCP and Dividends ascribed to common and preferred shares, to shareholders of record at 12/31/2004 and 03/31/2005, respectively, both relating to the fiscal year ended on 12/31/2004, which payment was resolved in the General Meeting of Shareholders held on 03/31/2005, as follows:

**1) AMOUNTS PAYABLE PER LOT OF ONE THOUSAND SHARES (prior to reverse split of shares)**

INCOME	NET AMOUNT – R\$ Immune and Exempted Shareholders		NET AMOUNT – R\$ Taxed shareholders	
	Common Shares	Preferred Shares	Common Shares	Preferred Shares
Interest on Own Capital (JSCP)	0.215292	0.215292	0.182998	0.182998
Dividends	0.134174	0.134174	0.134174	0.134174

We further notify that, in accordance with a resolution of the Board of Directors dated 12/04/2005, the Company will start paying "Interim Dividends" to those shareholders who appeared in our records by the end of 12/05/2005, based on the Financial Statements as of 09/30/2005, as follows:

**2) AMOUNTS PAYABLE PER SHARE – Interim Dividends ( post- reverse split of shares)**

	NET AMOUNT - R\$	
	Common Shares	Preferred Shares
INTERIM DIVIDENDS	0.356895867	0.356895867

**3) FORMS OF PAYMENT:**

3.1) Credit to bank account designated by the shareholder and updated by Banco ABN AMRO Real S/A (Depository Institution for the company's book-entry shares);

3.2) Direct payment from the Stock Exchange to shareholders holding their shares under custody with the Stock Exchange;

3.3) Payment from Branches of Banco ABN AMRO Real S/A to those shareholders not qualified under one of the foregoing options.

#### **4) GENERAL INSTRUCTIONS**

In order to be eligible for receipt of JSCP/dividends, a Shareholder not registered pursuant to 3.1 above will be required to appear at the place of assistance, in possession of evidence of Bank Account for record purposes (optional), and of certified copies of the following documents:

Individual – CPF (Individual Taxpayer Card) and Identity Card; updated proof of address (2 months);

Legal Entity – CNPJ (Corporate Taxpayer Card), partners' documents, Minutes of Meetings, Bylaws/Articles of Association and their respective amendments, updated proof of address (2 months).

Filing of a power of attorney drawn-up with a public registry office for the specific purpose of receiving dividends is mandatory in case the Shareholder is represented by a proxy, together with evidence and certified copies of the above mentioned documents, as the case may be.

#### **5) PLACES OF ASSISTANCE**

All branches of Banco ABN AMRO Real S/A

#### **6) IMPORTANT NOTICES**

Dividends not claimed within three (3) years from the beginning date of payment will forfeit to the company's benefit (In accordance with Law 6404/76, art. 287, paragraph II, item a).

Interest on Own Capital is subject to income tax at the rate of 15%, which was paid in advance, except for tax-immune/exempted shareholders who identified themselves as such with Banco ABN AMRO Real S/A until February 04, 2004, pursuant to the Call Notice published in newspapers Gazeta Mercantil, Jornal de Brasília and Diário Oficial do Distrito Federal on 12/23/2004.

Brasília, December 15, 2005.

**Paulo Cesar Pereira Teixeira**  
Investor Relations Officer

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**SIGNATURE**

