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HUNGARIAN TELEPHONE & CABLE CORP

Form 4 May 23, 2005

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB 3235-0287

Washington, D.C. 20549 Number:

January 31, Expires: 2005

0.5

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Check this box

Form 5 obligations 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

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person *

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

Larsen Jesper Helmuth

HUNGARIAN TELEPHONE & CABLE CORP [HTC]

(Check all applicable)

(Last) (First) (Middle)

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

Filed(Month/Day/Year)

05/19/2005

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

C/O HUNGARIAN TELEPHONE AND CABLE CORP., 1201 THIRD **AVENUE, SUITE 3400**

(Street)

(State)

4. If Amendment, Date Original

Applicable Line)

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

6. Individual or Joint/Group Filing(Check

Owned

SEATTLE, WA 98101-3034

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Zip)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of Securities Beneficially

6. Ownership 7. Nature of Indirect Form: Direct (D) or Beneficial Indirect (I) Ownership

(Month/Day/Year) (Instr. 8)

(Instr. 3, 4 and 5)

(A)

(D)

Following Reported Transaction(s) (Instr. 3 and 4)

(Instr. 4) (Instr. 4)

Common

\$0.001

(City)

1.Title of

Security

(Instr. 3)

Stock, Par 05/19/2005 Value

1,000 D D (1)

Code V Amount

0

Price

D

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate	Amoun	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	3 and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A manuat		
									Amount		
						Date	Expiration		Or Number		
						Exercisable	Date		Number		
				C + V	(A) (D)				of		
				Code V	(A) (D)				Shares		

X

Reporting Owners

Relationships Reporting Owner Name / Address

> 10% Owner Officer Other Director

Larsen Jesper Helmuth C/O HUNGARIAN TELEPHONE AND CABLE CORP. 1201 THIRD AVENUE, SUITE 3400 SEATTLE, WA 98101-3034

Signatures

Peter T. Noone, 05/23/2005 Attorney-in-Fact

**Signature of Reporting Person

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).
- Mr. Larsen voluntarily returned to the Issuer (for no consideration) shares awarded under the Issuer's 2004 Long-Term Incentive Plan due to an internal policy of Mr. Larsen's employer, TDC A/S.

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.

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