TELEFONICA S A
Form FWP
April 13, 2010

Filed Pursuant to Rule 433
Registration Statement No. 333-159062
April 12, 2010

FINAL TERM SHEET
TELEFÓNICA EMISIONES, S.A.U.
3.729% FIXED RATE SENIOR NOTES TERMS AND CONDITIONS

This Free Writing Prospectus relates only to the securities described below and should only be read together with the Preliminary Prospectus Supplement dated April 12, 2010 and the accompanying Prospectus dated May 8, 2009 relating to these securities.

Issuer:	Telefónica Emisiones, S.A.U.
Guarantor:	Telefónica, S.A.
Expected Ratings:	A-/A-/ Baa1 (S&P/Fitch/ Moody s)
Principal Amount:	$900,000,000
Security Type:	Senior Notes
Form of Issuance:	SEC Registered
Issue Price:	100% of principal amount
Settlement Date:	April 26, 2010 (T+10)
Maturity Date:	April 27, 2015
CUSIP/ISIN:	87938W AL7/US87938WAL72
Coupon:	3.729%
Benchmark Treasury:	2.500% due March 31, 2015
Spread to Benchmark:	115 basis points (1.15%)
Treasury Strike:	2.579%
Re-offer Yield:	3.729%
Interest Payment Dates:	April 27 and October 27 of each year
First Interest Payment Date:	October 27, 2010
Day Count Convention/Business Day Convention:	30/360; Following, Unadjusted; Madrid, London, New York
Redemption Provisions:	

Tax call:	Optional redemption for taxation reasons, by no fewer than 30 nor more than 60 days notice ending on an Interest Payment Date at 100% of principal and accrued interest
Make-whole call:	Optional redemption, at any time by no fewer than 30 nor more than 60 days notice, at the greater of (x) 100% of principal and accrued and unpaid interest and (y) sum of the present values of the remaining payments of principal and interest discounted at a discount rate of

	Treasury plus 20 basis points
Listing call:	Optional redemption, if Notes are not listed on an OECD exchange 45 days prior to first Interest Payment Date at 100% of principal and accrued interest
Taxation:	Exemption from Spanish withholding tax applies subject to compliance with Beneficial Owner identification procedures and satisfaction of all other conditions for exemption from applicable Spanish withholding taxes
Denominations:	Minimum of $1,000 with increments of $1,000 thereafter.
Minimum Initial Purchase Amount:	$75,000
Listing:	New York Stock Exchange
Joint Bookrunning Lead Managers:	Banc of America Securities LLC, Credit Suisse Securities (USA) LLC, J.P. Morgan Securities Inc. and UBS Securities LLC
Other Managers:	BBVA Securities Inc., BNP Paribas Securities Corp., Mitsubishi UFJ Securities (USA), Inc., Santander Investment Securities Inc. and SG Americas Securities, LLC

Any ratings obtained will reflect only the views of the respective rating agency, and should not be considered a recommendation to buy, sell or hold the Notes. The ratings assigned by the rating agencies are subject to revision or withdrawal at any time by such rating agencies in their sole discretion. Each rating should be evaluated independently of any other rating.

The issuer has filed a registration statement (including a prospectus) with the U.S. Securities and Exchange Commission (SEC) for this offering. Before you invest, you should read the prospectus for this offering in that registration statement, and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by searching the SEC online database (EDGAR®) at www.sec.gov. Alternatively, you may obtain a copy of the prospectus from Banc of America Securities LLC by calling 1-800-294-1322, from Credit Suisse Securities (USA) LLC by calling 1-800-221-1037, from J.P. Morgan Securities Inc. by calling collect 1-212-834-4533 or from UBS Securities LLC by calling 1-877-827-6444 (ext. 561-3884).