

KONINKLIJKE KPN N V  
Form 4  
February 02, 2005

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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)

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

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
\_\_\_ Officer (give title below) \_\_\_ Other (specify below)

MAANPLEIN 55  
(Street)

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

THE HAGUE, P7 2516 CK  
(City) (State) (Zip)

**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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock                    | 02/01/2005                           |  | S                              | (A)<br>V Amount (D) Price<br>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.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

## Reporting Owners

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