

INFONET SERVICES CORP

Form 4

March 01, 2005

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BT GROUP PLC

(Last) (First) (Middle)

BT CENTRE, 81 NEWGATE
STREET

(Street)

LONDON, X0 EC1A 7AJ

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

INFONET SERVICES CORP [IN]

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

02/25/2005

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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 | | | |
| Class A Common Stock | 02/25/2005 | | J ⁽¹⁾ | | 0 | ⁽¹⁾ \$ 0 | 0 ⁽¹⁾ | I ⁽¹⁾ | See Footnote ⁽¹⁾ |
| Class B Common Stock | 02/25/2005 | | J ⁽¹⁾ | | 0 | ⁽¹⁾ \$ 0 | 0 ⁽¹⁾ | I ⁽¹⁾ | See Footnote ⁽¹⁾ |

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
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SEC 1474
(9-02)

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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 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 Benef Own Follo Repor Trans (Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|---|-------------------------------------|
| | Director 10% Owner Officer Other |
| BT GROUP PLC BT CENTRE 81 NEWGATE STREET LONDON, X0 EC1A 7AJ | X |
| BRITISH TELECOMMUNICATIONS PLC /ADR BT CENTRE 81 NEWGATE STREET LONDON, ENGLAND EC1A 7AJ | X |

Signatures

/s/ LAURENCE STONE, SECRETARY, BT
GROUP PLC 03/29/2005

__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) ALL OF INFONET SERVICES CORPORATION'S ISSUED AND OUTSTANDING SHARES OF COMMON STOCK WERE CANCELLED IN A MERGER OF A WHOLLY OWNED SUBSIDIARY OF BT GROUP PLC INTO INFONET SERVICES CORPORATION ON FEBRUARY 25, 2005. EACH ISSUED AND OUTSTANDING SHARE OF INFONET SERVICES CORPORATION COMMON STOCK NOT OWNED BY BRITISH TELECOMMUNICATIONS PLC, THE MERGER SUBSIDIARY OR INFONET SERVICES CORPORATION, OTHER THAN THE APPRAISAL SHARES (AS DEFINED IN THE MERGER AGREEMENT), WAS CONVERTED INTO THE RIGHT TO RECEIVE \$2.06 IN CASH, WITHOUT INTEREST. INFONET SERVICES CORPORATION IS A WHOLLY OWNED SUBSIDIARY OF BT UNITED STATES L.L.C., WHICH IS A WHOLLY OWNED SUBSIDIARY OF BRITISH TELECOMMUNICATIONS PLC. BRITISH TELECOMMUNICATIONS PLC IS A WHOLLY OWNED SUBSIDIARY OF BT GROUP PLC. BT GROUP PLC AND BRITISH TELECOMMUNICATIONS PLC ARE INDIRECT BENEFICIAL OWNERS OF ALL SHARES OF INFONET SERVICES CORPORATION.

Remarks:

EXHIBIT LIST -

EXHIBIT 99 - JOINT FILER INFORMATION

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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