

AMERICA MOVIL SAB DE CV/
Form 6-K
January 31, 2011

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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 January, 2011

Commission File Number: 1-16269

AMÉRICA MÓVIL, S.A.B. DE C.V.

(Exact name of registrant as specified in its charter)

America Mobile

(Translation of Registrant's name into English)

**Lago Alberto 366, Colonia Anahuac
11320 Mexico, D.F., Mexico**

(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 if the Registrant is submitting this Form 6-K in paper as
permitted by Regulation S-T Rule 101(b)(1):

Yes No

Indicate by check mark if the Registrant is submitting this Form 6-K in paper as
permitted by Regulation S-T Rule 101(b)(7):

Yes No

Indicate by check mark whether the registrant by furnishing the information contained in this Form 6-K is also thereby furnishing the
information to the

Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes No

América Móvil, S.A.B. de C.V. Announces**Exchange Offer for Debt Securities of Teléfonos de México, S.A.B. de C.V.**

(Mexico City, January 31, 2011) América Móvil, S.A.B. de C.V. (América Móvil) (NYSE: AMXX) announced a private exchange offer (the Exchange Offer) to exchange any and all outstanding notes of Teléfonos de México, S.A.B. de C.V. (Telmex) listed in the table below (collectively, the old Telmex notes) for new notes of América Móvil (collectively, the new América Móvil notes) listed in the table below. The new América Móvil notes will be guaranteed by América Móvil's subsidiary Radiomóvil Dipsa, S.A. de C.V.

CUSIP/ISIN of Old Telmex Notes	Aggregate Principal Amount Outstanding of Old Telmex Notes	Title of Old Telmex Notes	Title of New América Móvil Notes	Consideration (Principal Amount of New América Móvil Notes) per U.S.\$1,000 Principal Amount of Old Telmex Notes Tendered	
				If Tendered On or Prior to the Early Participation Date	If Tendered after the Early Participation Date and On or Prior to the Expiration Date
879403AS2/US879403AS24 (Unrestricted)	U.S.\$798,400,000	5.50% Senior Notes due 2015	5.750% Senior Notes due 2015	U.S.\$980.69	U.S.\$950.69
879403AV5/US879403AV52 (Unrestricted)	U.S.\$500,000,000	5.50% Senior Notes due 2019	5.000% Senior Notes due 2020	U.S.\$1,018.33	U.S.\$988.33
879403AU7/US879403AU79 (Restricted)					

P9048DEC9/USP9048DEC94
(Regulation S)

The new América Móvil notes have not been, and at the time of closing of the exchange offer will not be, registered under the U.S. Securities Act of 1933, as amended (the Securities Act). Accordingly, the exchange offer will be directed only at holders of the old Telmex notes that are (a) qualified institutional buyers (QIBs) as defined in Rule 144A under the Securities Act or (b) persons other than U.S. Persons (as defined in Regulation S under the Securities Act) outside the United States. Only noteholders that are eligible to participate in the exchange offer pursuant to at least one of the foregoing conditions (eligible holders) will be authorized to participate in the exchange offer. The new América Móvil notes will be subject to certain restrictions on transfer.

The exchange offer with respect to the old Telmex notes will expire at 5:00 p.m. (New York City time) on March 3, 2011 unless extended by América Móvil (such date and time, as they may be extended, the expiration date). In order to be eligible to receive the applicable early exchange price, which includes the applicable early participation payment, eligible holders of old Telmex notes must validly tender and must

not validly withdraw their old Telmex notes on or prior to 5:00 p.m. (New York City time) on February 16, 2011 unless extended by América Móvil (such date and time, as they may be extended, the early participation date).

The exchange offer is subject to certain conditions, which América Móvil may assert or waive in full or in part in its sole discretion, including that it will only accept the old Telmex notes of a series for exchange if at least a majority (not including any old Telmex notes of that series that are owned by América Móvil or any of its affiliates) in aggregate outstanding principal amount of the old Telmex notes of that series is validly tendered and not validly withdrawn on or prior to the early participation date. Although América Móvil has no present plans or arrangements to do so, it reserves the right to amend, at any time, the terms and conditions of the exchange offer.

The new América Móvil notes have not been, and at the time of closing of the exchange offer will not be, registered under the Securities Act or any state securities laws. The new América Móvil notes may not be offered or sold in the United States absent registration under the Securities Act or an applicable exemption from the registration requirements of the Securities Act.

The new América Móvil notes may not be offered or sold in any jurisdiction in which such offer or sale is not authorized or to any person to whom it is unlawful to make such offer or sale.

This press release is neither an offer to purchase nor a solicitation of an offer to sell the old Telmex Notes or any other securities. The exchange offer is made only by means of an offering memorandum and the accompanying letter of transmittal, which will only be made available to eligible holders.

About AMX

AMX is the leading provider of wireless services in Latin America. As of September 30, 2010, it had 216.8 million wireless subscribers and 50 million fixed accesses in the Americas.

Forward-Looking Statements

Certain statements contained in this press release may constitute forward-looking statements. All statements in this press release, other than those relating to historical information or current condition, are forward-looking statements. Such forward-looking statements are based on current expectations and involve inherent risks and uncertainties, including factors that could delay, divert or change any of them, and could cause outcomes and results to differ materially from current expectations. No forward-looking statement can be guaranteed. Among other risks, there can be no guarantee that the exchange offer will be completed, or if it is completed, that it will close within the anticipated time period. América Móvil undertakes no obligation to publicly update any forward-looking statement, whether as a result of new information, future events, or otherwise.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: January 31, 2011

AMÉRICA MÓVIL, S.A.B. DE C.V.

By: /s/ Carlos García Moreno

Name: **Carlos García Moreno**

Title: **Chief Financial Officer**
