

TURKCELL ILETISIM HIZMETLERI A S
Form 6-K
February 24, 2006

FORM 6-K

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

**Report of Foreign Issuer
Pursuant to Rule 13a-16 or 15d-16 of
the Securities Exchange Act of 1934**

For the month of **February 2006**

Commission File Number **001-15092**

TURKCELL ILETISIM HIZMETLERI A.S.

(Translation of registrant's name into English)

**Turkcell Plaza
Mesrutiyet Caddesi No. 153
34430 Tepebasi
Istanbul, Turkey**
(Address of principal executive offices)

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 the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): _____

Note: Regulation S-T Rule 101(b)(1) only permits the submission in paper of a Form 6-K if submitted solely to provide an attached annual report to security holders.

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

Note: Regulation S-T Rule 101(b)(7) only permits the submission in paper of a Form 6-K if submitted to furnish a report or other document that the registrant foreign private issuer must furnish and make public under the laws of the jurisdiction in which the registrant is incorporated, domiciled or legally organized (the registrant's home country), or under the rules of the home country exchange on which the registrant's securities are traded, as long as the report or other document is not a press release, is not required to be and has not been distributed to the registrant's security holders, and, if discussing a material event, has already been the subject of a Form 6-K submission or other Commission filing on EDGAR.

Indicate by check mark whether by furnishing the information contained in this Form, the registrant is also thereby furnishing the information to the Commission pursuant to rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes: No:

If Yes is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b) 82

TURKCELL PROVIDES UPDATE ON NATIONAL ROAMING DISPUTE

Subject: Statement made pursuant to Circular VIII, No: 39 of the Capital Markets Board.

Istanbul Stock Exchange

ISTANBUL

Special Subjects:

Previously, Turkcell announced that The Telecommunication Authority (TA) had fined the Company, claiming that Turkcell had not complied with its responsibility under Turkish regulations (Telegram and Telephone Law number 406, Article: 10) to provide national roaming. Accordingly, Turkcell was charged a fine of TL21,822,150,300,000 (approximately US\$15.3mn as of November 30, 2004). Turkcell paid the fine in April 2004, and subsequently commenced legal actions against the TA 's ruling, in addition to seeking an injunction to cease implementation of the Regulation issued by TA regarding national roaming.

In response to the lawsuit filed by Turkcell regarding the TA 's decision, the 10th Chamber of the Council of State in Turkey has issued an injunction to cease the decisions and actions that are the subject of a lawsuit until the case is finalized, but rejected Turkcell 's request for an injunction to cease implementation of the Regulation regarding national roaming. Although the case still continued, as of January 2005, Telecommunications Authority paid back TRY 21,822 (approximately US\$16.6 million as of February 23, 2006) with respect to the aforesaid injunction.

Now, the above mentioned case has been concluded and the Council of State in Turkey annulled the TA 's decision imposing fine on our Company but rejected Turkcell 's request to annul the regulation regarding national roaming.

We hereby confirm that the above-mentioned explanations are furnished as per the provisions of the Communiqué Serial no VIII/39, that they reflect all information we have gathered so far, that they are in accordance with our corporate documents, that we have used all endeavours to collect the complete and true related information and that we assume the responsibility for this disclosure.

TURKCELL ILETISIM HIZMETLERI A.S.

Nihat Narin
Internal Control
24.02.2006, 12:30

Koray Ozturkler
Investor Relations
24.02.2006, 12:30

For further information please e-mail to investor.relations@turkcell.com.tr

or call Turkcell Investor Relations (+ 90 212 313 1888)

TURKCELL ILETISIM HIZMETLERI A.S. AGENDA OF THE ORDINARY GENERAL ASSEMBLY MEETING DATED 28 APRIL 2006

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1. Opening and election of the Presidency Board;
2. Authorizing the Presidency Board to sign the minutes of the meeting;
3. Reading the Annual Reports of the Board of Directors, the Auditors and the summary of the Independent Audit Firm's report relating to fiscal year 2005;
4. Review, discussion and approval of the Balance Sheet and profits/loss statements relating to fiscal year 2005;
5. Release of the Board members and auditors from activities and operations of the Company in year 2005;
6. Re-election of the Board of Directors members and determination of their remuneration;
7. Election of auditors for a period of one year and determination of their remuneration;
8. Discussion of and decision on the Board of Directors' proposal concerning the distribution of profit for year 2005;
9. Informing the General Assembly regarding the donations made in year 2005;
10. Discussion of and approval of the election of the independent audit firm realized by the Board of Directors in accordance with the article 14 of the Regulation Concerning the Independent External Audit in Capital Markets which is published by the Capital Markets Board;
11. Decision permitting the Board Members to, directly or on behalf of others, be active in areas falling within or outside the scope of the Company's and to participate in companies operating in the same business and to perform other acts in compliance with Articles 334 and 335 of the Turkish Commercial Code;
12. Wishes and hopes.

SIGNATURES

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

TURKCELL ILETISIM HIZMETLERI A.S.

Date: February 24, 2006

By: /s/ Muzaffer Akpinar
Name: Muzaffer Akpinar
Title: Chief Executive Officer