COVER SHEET

A199611593
S.E.C. Registration Number

MANILA WATER COMPANY INC

(Company's Full Name)

489 KATIPUNAN ROAD BALARA 1105
QUEZON CITY METRO MANILA

(Business Address: No. Street City / Town / Province)

Atty. JEWEL C. FERNANDEZ-AUSTRIA
Contact Person

9267999 loc. 2021
Company Telephone Number

1231
Month Day Fiscal Year

STOCK
FORM TYPE

SEC Form 23-B

04
Month Day Annual Meeting

Secondary License Type, If Applicable

A1996-11593
Amended Articles Number/Section

Total Amount of Borrowings

Domestic Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document I.D.

Cashier

STAMPS

Remarks = pls. use black ink for scanning purposes
FORM 23-B

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 23 of the Securities Regulation Code

<table>
<thead>
<tr>
<th>Name and Address of Reporting Person</th>
<th>Issuer Name and Trading Symbol</th>
<th>Relationship of Reporting Person to Issuer</th>
</tr>
</thead>
<tbody>
<tr>
<td>AYALA CORPORATION</td>
<td>MANILA WATER CO., INC. (MWC)</td>
<td>(Check all applicable)</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Last Name</th>
<th>First Name</th>
<th>Middle Initial</th>
<th>Tax Identification Number</th>
<th>Statement for Month/Year</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td>000-153-610-000</td>
<td>January 2008</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Citizenship</th>
<th>If Amendment, Date of Original (Month/Year)</th>
</tr>
</thead>
<tbody>
<tr>
<td>FILIPINO</td>
<td></td>
</tr>
</tbody>
</table>

Table 1 - Equity Securities Beneficially Owned

<table>
<thead>
<tr>
<th>Class of Equity Security</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>Securities Acquired (A) or Disposed of (D)</th>
<th>Amount (A) or (D)</th>
<th>Price</th>
<th>%</th>
<th>Number of Shares</th>
</tr>
</thead>
<tbody>
<tr>
<td>COMMON SHARES AT P1.00 PAR VALUE</td>
<td>Beg. Bal.</td>
<td></td>
<td>26.49%</td>
<td>524,975,502</td>
<td>D</td>
<td>524,975,498 sh</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td>Bal. as of 4/15/05</td>
<td>1-4 sh assigned to directors as qualifying shares</td>
<td></td>
</tr>
<tr>
<td></td>
<td>Transfer of qualifying shares to directors</td>
<td></td>
<td></td>
<td></td>
<td>4 sh assigned to directors as qualifying shares</td>
<td></td>
</tr>
<tr>
<td></td>
<td>1.8.2008</td>
<td>2,300,000</td>
<td>(A)</td>
<td>P 18.00</td>
<td>26.26%</td>
<td>529,175,498</td>
</tr>
<tr>
<td></td>
<td>1.10.2008</td>
<td>1,900,000</td>
<td>(A)</td>
<td>P 18.25</td>
<td>26.26%</td>
<td>529,175,498</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>End. Bal.</th>
<th>Number of Shares</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>Bal. as of 1/19/08</td>
</tr>
</tbody>
</table>

If the change in beneficial ownership is 50% of the previous shareholdings or is equal to 5% of the outstanding capital stock of the issuer, provide the disclosure requirements set forth on page 3 of this form.

Reminder: Report on a separate line for each class of equity securities beneficially owned directly or indirectly.

1. A person is directly or indirectly the beneficial owner of any equity security with respect to which he has or shares:
   (A) Voting power which includes the power to vote, or to direct the voting of, such security; and/or
   (B) Investment power which includes the power to dispose of, or to direct the disposition of, such security.

2. A person will be deemed to have an indirect beneficial interest in any equity security which is:
   (A) held by members of a person's immediate family sharing the same household;
   (B) held by a partnership in which such person is a general partner;
   (C) held by a corporation of which such person is a controlling shareholder; or
   (D) subject to any contract, arrangement or understanding which gives such person voting power or investment power with respect to such security.
### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., warrants, options, convertible securities)

<table>
<thead>
<tr>
<th></th>
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</thead>
<tbody>
<tr>
<td>N/A</td>
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</tr>
</tbody>
</table>

**Explanation of Responses:**

By: __________________________

Date: JAN 29, 2008

Renato O. Marzan
Assistant Corporate Secretary

Note: File three (3) copies of this form, one of which must be manually signed. Attach additional sheets if space provided is insufficient.