

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

CURRENT REPORT UNDER SECTION 17 OF THE SECURITIES REGULATIONS CODE (SRC) AND SRC RULE 17(a)-1(b)(3) THEREUNDER

- 1. March 31, 2009 Date of Report
2. 152747 SEC Identification Number
3. 050-000-153-790 BIR Tax Identification Number
4. AYALA LAND, INC. Exact Name of registrant
5. MAKATI CITY, PHILIPPINES Province, country or other jurisdiction
6. Industry Classification Code
7. 30/F, Tower One, Ayala Triangle, Ayala Avenue, Makati City Address of principal office
8. (632) 848-5313 Registrant's telephone number
9. Not Applicable Former name or former address
10. Securities registered pursuant to Sections 4 and 8 of the SRC

As of December 31, 2008

Table with 3 columns: Title of Each Class, Number of Shares of Common Stock Outstanding, Amount of Debt Outstanding. Row 1: COMMON SHARES, 12,963,002,441, P 16.1 Billion

Indicate the item numbers reported herein : Please refer to attached letter

Re: Clarification on news article regarding MRT 3

Pursuant to the requirements of the Securities Regulations Code, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date : March 31, 2009

AYALA LAND, INC. Registrant
Signature of JAIME E. YSMAEL
Senior Vice President, Chief Finance Officer, and Compliance Officer



SEC Reg. No. 152747
SEC Sec. Code No. E-5000

March 31, 2009

PHILIPPINE STOCK EXCHANGE

Attention: **Mr. Noel B. del Castillo**
OIC, Disclosure Department

Dear Sir / Madams,

We write in response to your letter yesterday, asking Ayala Land, Inc. ("ALI") to confirm or deny the veracity of the news article entitled "Government takes over MRT 3" published in the March 31, 2009 issue of *Malaya*. The article reported, in part, that:

"STATE-owned Development Bank of the Philippines (DBP) and Land Bank of the Philippines (Land Bank of the Philippines) have shelled out a 50-50 investment share to take a 75 percent control of the elevated 17-kilometer Metro rail line 3 along Edsa... The finance chief said the take over of the MRT 3 "would just be temporarily" since it will be auctioned off to the private sector within the year... He nevertheless said the full take over of the MRT 3 will be completed by second week of April 2009, from the current 56 percent to 76 percent stake, equivalent to 10 board seats..."

We wish to clarify that as disclosed to the Philippine Stock Exchange on April 1, 2005, Ayala Land had sold to Goldman Sachs (Asia) Finance its interest in the redeemable preferred shares of Astoria Investment Ventures, Inc., representing a substantial portion of its 15.79% indirect beneficial interest in Metro Rail Transit Corporation ("MRTC"), the owner of the MRT 3 Project. With only a minority interest in MRTC, Ayala Land is not privy to the reported investment and acquisition by the Government of a controlling interest in MRT 3.

Very truly yours,

JAIME E. YSMAEL

Senior Vice President, Chief Finance Officer,
and Compliance Officer

cc:

SECURITIES AND EXCHANGE COMMISSION

Attention: **Director Justina F. Callangan**
Corporation Finance Department

PHILIPPINE DEALING AND EXCHANGE CORP.

Attention: **Ms. Ma. Concepcion Magdaraog**
Issuer Compliance and Disclosures Department