

AT&T CORP
Form 8-K
January 31, 2005

Table of Contents

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

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): January [30], 2005

AT&T Corp.

(Exact name of registrant as specified in its charter)

New York

001-01105

13-4924710

(State or other jurisdiction
of incorporation)

(Commission
File Number)

(I.R.S. Employer
Identification No.)

One AT&T Way
Bedminster, New Jersey

07921

(Address of Principal Executive Offices)

(Zip Code)

(908) 221-2000

(Registrant's telephone number, including area code)

Former name or former address, if changed since last report: N/A

.. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

þ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

.. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

.. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

TABLE OF CONTENTS

Item 8.01 Other Events

Item 9.01 Financial Statements and Exhibits

SIGNATURES

EXHIBIT INDEX

EX-99.1 JOINT PRESS RELEASE

Table of Contents

Item 8.01 Other Events

AT&T Corp. (AT&T) and SBC Communications Inc. (SBC) have announced that they have entered into an agreement for SBC to acquire AT&T. A copy of the joint press release of AT&T and SBC is filed as Exhibit 99.1 hereto and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

Exhibit No.	Description
99.1	Joint Press Release, dated January 30, 2005

Table of Contents

SIGNATURES

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.

AT&T CORP.

/s/ Robert S. Feit

By: Robert S. Feit
Vice President Law and Secretary

Date: January 31, 2005

Table of Contents

EXHIBIT INDEX

Exhibit No.	Description
99.1	Joint Press Release, dated January 30, 2005

width: 0; border-left-width: 1; border-right-width: 1; border-bottom-width: 1">	Common Stock, \$1.00 par value
03/25/2008	S 100 D \$ 89.83 11,116,929 I Charitable Lead Annuity Trust Common Stock, \$1.00 par value
03/25/2008	S 100 D \$ 89.85 11,116,829 I Charitable Lead Annuity Trust Common Stock, \$1.00 par value
03/25/2008	S 100 D \$ 89.87 11,116,729 I Charitable Lead Annuity Trust Common Stock, \$1.00 par value
03/25/2008	S 100 D \$ 89.58 11,116,629 I Charitable Lead Annuity Trust Common Stock, \$1.00 par value
03/25/2008	S 100 D \$ 89.53 11,116,529 I Charitable Lead Annuity Trust Common Stock, \$1.00 par value
03/25/2008	S 100 D \$ 89.26 11,116,429 I Charitable Lead Annuity Trust Common Stock, \$1.00 par value
03/25/2008	S 100 D \$ 89.46 11,116,329 I Charitable Lead Annuity Trust Common Stock, \$1.00 par value
03/25/2008	S 300 D \$ 89.7 11,116,029 I Charitable Lead Annuity Trust Common Stock, \$1.00 par value
03/25/2008	S 100 D \$ 89.67 11,115,929 I Charitable Lead Annuity Trust Common Stock, \$1.00 par value
03/25/2008	S 100 D \$ 89.77 11,115,829 I Charitable Lead Annuity Trust Common Stock, \$1.00 par value
03/25/2008	S 100 D \$ 89.69 11,115,729 I Charitable Lead Annuity Trust Common Stock, \$1.00 par value
03/25/2008	S 100 D \$ 89.47 11,115,629 I Charitable Lead Annuity Trust Common Stock, \$1.00 par value
03/25/2008	S 100 D \$ 89.32 11,115,529 I Charitable Lead Annuity Trust Common Stock, \$1.00 par value
03/25/2008	S 100 D \$ 89.55 11,115,429 I Charitable Lead Annuity Trust Common Stock, \$1.00 par value
03/25/2008	S 3,000 D \$ 90 11,112,429 I Charitable Lead Annuity Trust Common Stock, \$1.00 par value
03/25/2008	S 600 D \$ 90.02 11,111,829 I Charitable Lead Annuity Trust Common Stock, \$1.00 par value
03/25/2008	S 600 D \$ 90.05 11,111,229 I Charitable Lead Annuity Trust Common Stock, \$1.00 par value
03/25/2008	S 1,927 D \$ 90.01 11,109,302 I Charitable Lead Annuity Trust Common Stock, \$1.00 par value
03/25/2008	S 73 D \$ 90.17 11,109,229 ⁽²⁾ I Charitable Lead Annuity Trust

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 displays a currently valid OMB control number. SEC 1474 (9-02)

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. Number of Derivative Securities Beneficially Owned (Instr. 5)

Number
of
Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HESS JOHN B HESS CORPORATION 1185 AVENUE OF THE AMERICAS NEW YORK, NY 10036	X	X	Chairman of the Board and CEO	

Signatures

George C. Barry for John
B. Hess 03/25/2008

__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) The sales of shares set forth herein are made in connection with a selling plan by the charitable lead annuity trust referred to below dated March 20, 2008 that is intended to comply with Rule 10b5-1(c).
- (2) Held by a previously reported charitable lead annuity trust established under the will of Leon Hess. The reporting person is one of five trustees of the trust.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.