

AT&T INC.  
Form 8-K  
September 02, 2010

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**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): September 2, 2010**

**AT&T INC.  
(Exact Name of Registrant as Specified in Charter)**

|  |                                 |  |
|--|---------------------------------|--|
| <b>Delaware</b>  | <b>1-8610</b>                   | <b>43-1301883</b>                            |
| <b>(State or Other Jurisdiction<br/>of Incorporation)</b>                | <b>(Commission File Number)</b> | <b>(IRS Employer<br/>Identification No.)</b> |
| <b>208 S. Akard St., Dallas, Texas</b>                                   |                                 | <b>75202</b>                                 |
| <b>(Address of Principal Executive Offices)</b>                          |                                 | <b>(Zip Code)</b>                            |
| <b>Registrant's telephone number, including area code (210) 821-4105</b> |                                 |  |

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - 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))
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**Item 8.01 Other Events.**

Throughout this document, AT&T Inc. is referred to as AT&T. On September 2, 2010, AT&T issued the press release attached hereto as Exhibit 99.1, which is incorporated herein by reference in its entirety.

The form of 5.35% Rule 144A Global Note due 2040 (the Rule 144A Global Note ) and the form of 5.35% Regulation S Global Note due 2040 (together with the Rule 144A Note, the New Notes ) are filed as exhibits 4.1 and 4.2, respectively, and are incorporated herein by reference in their entirety.

In connection with the issuance of the New Notes, AT&T entered into a Registration Rights Agreement, dated as of September 2, 2010, with the dealer managers named therein, which will give holders of the New Notes certain exchange and registration rights with respect to the New Notes. A copy of the Registration Rights Agreement is filed as Exhibit 4.3 and is incorporated herein by reference in its entirety.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

4.1 Form of 5.35% Rule 144A Global Note due 2040

4.2 Form of 5.35% Regulation S Global Note due 2040

4.3 Registration Rights Agreement, dated as of September 2, 2010

99.1 Press Release of AT&T Inc., dated September 2, 2010

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**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 hereunto duly authorized.

AT&T INC.

Date: September 2, 2010

By: /s/ John J. Stephens  
John J. Stephens  
Senior Vice President and Controller