

AT&T INC.  
Form 8-K  
February 29, 2012

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 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) February 29, 2012

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

Delaware (State or Other Jurisdiction of Incorporation)	1-8610 (Commission File Number)	43-1301883 (IRS Employer Identification No.)
---------------------------------------------------------------	---------------------------------------	-------------------------------------------------

208 S. Akard St., Dallas, Texas (Address of Principal Executive Offices)	75202 (Zip Code)
-----------------------------------------------------------------------------	---------------------

Registrant's telephone number, including area code (210) 821-4105

\_\_\_\_\_  
(Former Name or Former Address, if Changed Since Last Report)

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))

Item 8.01 Other Events.

On February 29, 2012, AT&T Inc. (formerly known as SBC Communications Inc.) provided irrevocable notice to The Bank of New York Mellon, as trustee (the "Trustee"), to redeem all the outstanding 5.875% Notes due August 15, 2012 with CUSIP number 78387GAK9, in accordance with the terms of the Indenture with the Trustee. The redemption date will be March 30, 2012, and the redemption amount will be determined on March 27, 2012.

AT&T expects the aggregate cash payment to be approximately \$1.028 billion, including principal of approximately \$1.0 billion, accrued interest of approximately \$7 million, and a call premium of approximately \$21 million. The redemption of this debt is expected to be funded by cash on hand.

**CAUTIONARY LANGUAGE CONCERNING FORWARD-LOOKING STATEMENTS**

Information set forth in this filing contains financial estimates and other forward-looking statements that are subject to risks and uncertainties, and actual results may differ materially. A discussion of factors that may affect future results is contained in AT&T's filings with the Securities and Exchange Commission. AT&T disclaims any obligation to update or revise statements contained in this filing based on new information or otherwise.

---

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: February 29, 2012

By: /s/ Paul W. Stephens  
Paul W. Stephens  
Senior Vice President and Controller