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SBC COMMUNICATIONS INC
Form 8-A12B
June 07, 2001

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(B) OR (G) OF THE
SECURITIES EXCHANGE ACT OF 1934

SBC COMMUNICATIONS INC.
(Exact name of registrant as specified in its charter)

DELAWARE 43-1301883
(State of incorporation or organization) (I.R.S. Employer Identification No.)

175 E. HOUSTON
SAN ANTONIO, TEXAS 78205
TELEPHONE NUMBER: (210) 821-4105

If this form relates to the
registration of a class of securities
pursuant to Section 12(b) of the
Exchange Act and is effective
pursuant to General Instruction
A.(c), check the following box. [X]

If this form relates to the
registration of a class of securities
pursuant to Section 12(g) of the
Exchange Act and is effective
pursuant to General Instruction
A.(d), check the following box. []

Securities Act registration statement file number to which this
form relates:

33-56909 and
333-36926
(if applicable)

Securities to be registered pursuant to Section 12(b) of the Act:

| Title of each class to be so registered | Name of each exchange on which each class is to be registered |
|--|--|
| 7.00% PUBLIC INCOME NOTES (PINES) DUE 2041 | NEW YORK STOCK EXCHANGE |

Securities to be registered pursuant to Section 12(g) of the Act: NONE

INFORMATION REQUIRED IN REGISTRATION STATEMENT

The Registrant will file with the Securities and Exchange commission (the "Commission") pursuant to Rule 424(b)(2) under the Securities Act of 1933 ("Rule 424(b)(2)") a prospectus supplement, dated June 6, 2001, relating to the Securities to be registered hereunder (the "Prospectus Supplement") including the prospectus (the "Prospectus") included in the Registrant's Registration Statement on Form S-3 (File Nos. 33-56909 333-36926) filed with the Commission on December 16, 1994 and May 12, 2000 and declared effective by the Commission on May 25, 2000. The Registrant incorporates by reference the Prospectus Supplement and the Prospectus to the extent set forth below.

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ITEM 1. DESCRIPTION OF REGISTRANT'S SECURITIES TO BE REGISTERED.

The material set forth in (i) the section captioned "Description of Debt Securities We May Offer" in the registrant's registration statement on Form S-3 (No. 333-36926) and (ii) the section "Description of the PINES" in the Prospectus Supplement, dated June 6, 2001, to the registrant's Prospectus, dated May 25, 2000, are incorporated herein by reference.

ITEM 2. EXHIBITS.

1. Indenture, dated as of November 1, 1994 (the "Indenture"), between SBC Communications Inc. and The Bank of New York, as Trustee (the "Trustee"), incorporated herein by reference to Exhibit 4-a to the registrant's registration statement on Form S-3 filed on December 16, 1994 (No. 33-56909).
2. Form of SBC Communications Inc.'s 7.00% Public Income Notes (PINES(R)) due 2041.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Date: June 7, 2001

SBC COMMUNICATIONS INC.

By: /s/ Michael J. Viola

Michael J. Viola
Vice President and Treasurer