

AT&T INC.
Form 8-K
November 27, 2007

**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) November 27, 2007

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.) |
|--|---------------------------------------|--|

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|--|------------------------|
| 175 E. Houston, San Antonio, Texas (Address of Principal Executive Offices) | 78205 (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 November 27, 2007, the registrant AT&T Inc. ("AT&T") received, in an unregistered offering under Section 4(2) of the Securities Act of 1933, aggregate proceeds of \$500 million from the issuance of a zero-coupon put note. If the note is held until its stated maturity of November 27, 2022, AT&T will pay to the holder of such note at maturity \$1,030,000,000, representing payment of both principal and interest. The note may be presented for redemption by the holder at specified dates but not more frequently than annually. AT&T expects to use the proceeds for general corporate purposes.

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: November 27, 2007 By: /s/ John J. Stephens
Senior Vice President and Controller