

AT&T INC.
Form 8-K
December 18, 2009

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) December 18, 2009

AT&T INC.

(Exact Name of Registrant as Specified in Charter)

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

| | |
|---|---------------|
| 208 S. Akard St., Dallas, Texas | 75202 |
| (Address of Principal Executive Offices) | (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))
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Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On December 18, 2009, the Board of Directors of AT&T Inc. (AT&T) amended Article I, Section 2 of the Bylaws of AT&T to provide that the Chairman of the Board shall call a special meeting of the stockholders whenever requested in writing to do so by stockholders representing 15 percent of the shares of AT&T then outstanding and entitled to vote at such meeting. Prior to the amendment, the Chairman of the Board was required to call a special meeting of the stockholders whenever requested in writing to do so by stockholders representing 25 percent of the shares of AT&T then outstanding and entitled to vote at such meeting.

The preceding discussion of AT&T's amended Bylaws is qualified in its entirety by the text of the Bylaws, which is filed as Exhibit 3 to this Current Report on Form 8-K and is incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No. Description

3 Bylaws amended December 18, 2009.
