

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 (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 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.

---

