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AT&T CORP
Form S-3/A
February 08, 2002

As filed with the Securities and Exchange Commission on February 8, 2002

Registration No 333-73120

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

AMENDMENT NO.2 to
FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

AT&T CORP.
(exact name of registrant as specified in its charter)

New York (State or other jurisdiction of incorporation or organization)	4811 (Primary Standard Industrial Classification Code Number)	13-4924710 (I.R.S. Employer Identification Number)
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32 Avenue of the Americas
New York, New York 10013-2412
(212-387-5400)
(Address, including zip code, and telephone number, including area code, of
Registrant's principal executive offices)

Marilyn J. Wasser
Vice President - Law and Secretary
AT&T Corp.
295 North Maple Avenue
Basking Ridge, NJ 07920
(908) 221-2000
(Name, address, including zip code, and telephone number, including area code,
of agent for service)

Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this Registration Statement.

If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividends or interest reimbursement plans, please check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration number of the earlier registration statement for the same offering. _____

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If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. _____

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box.

CALCULATION OF REGISTRATION FEE

Title Of Shares To Be Registered	Amount To Be Registered(1)	Proposed Maximum Aggregate Price Per Unit(2)	Proposed Maximum Aggregate Offering Price(1)	Am Reg F
AT&T Common Stock, par value \$1.00 per share	52,347,844	\$15.39	\$805,633,319.16	\$74