

AT&T INC.  
Form 8-K  
July 23, 2008

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) July 23, 2008

AT&T INC.

(Exact Name of Registrant as Specified in Charter)

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

|  |                        |
|--|------------------------|
| 208 S. Akard St., Dallas, Texas<br>(Address of Principal Executive<br>Offices) | 75202<br>(Zip<br>Code) |
|--|------------------------|

Registrant's telephone number, including area code (210) 821-4105

|   |       |
|---|-------|
| 175 E. Houston St., San Antonio,<br>Texas | 78205 |
|---|-------|

(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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Items 2.02 Results of Operations and Financial Condition.

The registrant announced on July 23, 2008, its results of operations for the second quarter of 2008. The text of the press release and accompanying financial information are attached as exhibits and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

The following exhibits are furnished as part of this report:

(c) Exhibits

- 99.1 Press release dated July 23, 2008 reporting financial results for the second quarter ended June 30, 2008.
  - 99.2 AT&T Inc. selected financial statements and operating data.
  - 99.3 Discussion of OIBDA, Free Cash Flow, Free Cash Flow Yield, and Free Cash Flow after Dividends
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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: July 22, 2008

By: /s/ John J. Stephens

John J. Stephens  
Senior Vice President and Controller