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AT&T CORP  
Form 8-A12B/A  
November 01, 2002

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

AMENDMENT NO. 1  
TO  
FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR 12(g) OF THE  
SECURITIES EXCHANGE ACT OF 1934

AT&T CORP.  
(Exact Name of Registrant as Specified in Its Charter)

NEW YORK  
(State of Incorporation or Organization) 13-4924710  
(I.R.S. Employer Identification No.)

900 Route 202/206 North  
Bedminster, New Jersey  
(Address of Principal Executive Offices) 07921  
(Zip Code)

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box. [X]

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box. [ ]

Securities Act registration statement file number to which this form relates: 333-87960  
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(If applicable)

Securities to be registered pursuant to Section 12(b) of the Act:

| Title of Each Class<br>-----             | Name of Each Exchange on Which<br>----- |
|--|---|
| 6.50% Senior Notes due November 15, 2006 | New York Stock Exchange                 |
| 7.30% Senior Notes due November 15, 2011 | New York Stock Exchange                 |
| 8.00% Senior Notes due November 15, 2031 | New York Stock Exchange                 |

Securities to be registered pursuant to Section 12(g) of the Act:

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(Title of Class)

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None

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Item 1: Description of Registrant's Securities to be Registered

The description under the heading "Description of Notes" relating to the Registrant's 6.50% Senior Notes due November 15, 2006, 7.30% Senior Notes due November 15, 2011 and 8.00% Senior Notes due November 15, 2031 (together, the "Debt Securities"), in the Prospectus included in the Registrant's Registration Statement on Form S-4 (Registration No. 333-87960) (the "Registration Statement on Form S-4") filed with the Securities and Exchange Commission on May 10, 2002, as amended, and the description under the heading "Description of Notes" relating to the Debt Securities in the Registrant's final Prospectus filed with the Securities and Exchange Commission pursuant to Rule 424(b) under the Securities Act of 1933, as amended, are incorporated herein by reference.

Item 2: Exhibits

The following exhibits have been filed with the Securities and Exchange Commission:

1. Indenture, dated as of November 21, 2001 between the Registrant and The Bank of New York as trustee, incorporated by reference to Exhibit 4 of the Registration Statement on Form S-4.

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SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

AT&T Corp.

By: /s/ John W. Thomson

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Name: John W. Thomson  
Title: Assistant Secretary

Date: October 31, 2002

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