

Edgar Filing: AT&T INC. - Form FWP

AT&T INC.  
Form FWP  
August 28, 2007

Filed Pursuant to Rule 433  
Registration No. 333-143180  
Final Term Sheet  
August 28, 2007

\$2,000,000,000

AT&T Inc.

\$2,000,000,000 6.500% GLOBAL NOTES DUE 2037

ISSUER:	AT&T Inc.
TITLE OF SECURITIES:	6.500% Global Notes due 2037 (the Fixed Rate Notes )
TRADE DATE:	August 28, 2007
SETTLEMENT DATE (T+3):	August 31, 2007
MATURITY DATE:	September 1, 2037
AGGREGATE PRINCIPAL AMOUNT OFFERED:	\$2,000,000,000
PRICE TO PUBLIC (ISSUE PRICE):	99.568%
GROSS SPREAD:	0.875%
PRICE TO AT&T INC.:	98.693%
NET PROCEEDS:	\$1,973,860,000
UNDERWRITERS REIMBURSEMENT OF AT&T INC. S EXPENSES:	Underwriters to reimburse \$500,000 of AT&T Inc. s expenses
INTEREST RATE:	6.500% per annum
INTEREST PAYMENT DATES:	Semi-annually on each March 1 and September 1, commencing on March 1, 2008
DENOMINATIONS:	Minimum of \$2,000 and integral multiples of \$1,000 thereafter
OPTIONAL REDEMPTION:	At any time, in whole or in part, at a make-whole call equal to the greater of (i) 100% of the principal amount of the Fixed Rate Notes to be redeemed or (ii) the sum of the present values of the remaining scheduled payments of principal and interest discounted to the redemption date, on a semiannual basis (assuming a 360-day year consisting of twelve 30-day months), at a rate equal to the sum of the Treasury Rate plus 25 basis points.

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RATINGS:

Moody s: A2 (Stable) , S&P: A (Stable) , Fitch: A (Stable)

JOINT BOOKRUNNERS:

Banc of America Securities LLC

Barclays Capital Inc.

Merrill Lynch, Pierce, Fenner & Smith

Incorporated

A-1

## ALLOCATION:

	<b>Fixed Rate Notes</b>
Banc of America Securities LLC	\$ 480,000,000
Barclays Capital Inc.	\$ 480,000,000
Merrill Lynch, Pierce, Fenner & Smith Incorporated	\$ 480,000,000
Goldman, Sachs & Co.	\$ 120,000,000
Wachovia Capital Markets, LLC	\$ 120,000,000
Mitsubishi UFJ Securities International plc.	\$ 120,000,000
Citigroup Global Markets Inc.	\$ 33,334,000
Deutsche Bank Securities Inc.	\$ 33,334,000
J.P. Morgan Securities Inc.	\$ 33,333,000
Loop Capital Markets, LLC	\$ 33,333,000
Samuel A. Ramirez & Co., Inc.	\$ 33,333,000
UBS Securities LLC	\$ 33,333,000
	U.S.\$ 2,000,000,000

REFERENCE DOCUMENT: Prospectus Supplement dated August 28, 2007; Prospectus

dated May 23, 2007.

THE ISSUER HAS FILED A REGISTRATION STATEMENT (INCLUDING A PROSPECTUS) WITH THE SEC FOR THE OFFERING TO WHICH THIS COMMUNICATION RELATES. BEFORE YOU INVEST, YOU SHOULD READ THE PROSPECTUS IN THAT REGISTRATION STATEMENT AND OTHER DOCUMENTS THE ISSUER HAS FILED WITH THE SEC FOR MORE COMPLETE INFORMATION ABOUT THE ISSUER AND THIS OFFERING. YOU MAY GET THESE DOCUMENTS FOR FREE BY VISITING EDGAR ON THE SEC WEB SITE AT WWW.SEC.GOV. ALTERNATIVELY, THE ISSUER, ANY UNDERWRITER OR ANY DEALER PARTICIPATING IN THE OFFERING WILL ARRANGE TO SEND YOU THE PROSPECTUS IF YOU REQUEST IT BY CALLING TOLL-FREE BANC OF AMERICA SECURITIES LLC AT 1-(800)-294-1322.

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