

AT&T INC.
Form 11-K
June 22, 2007

**SECURITIES AND
EXCHANGE
COMMISSION**

Washington, D.C. 20549

(Mark One)
FORM 11-K

**ANNUAL REPORT
PURSUANT TO
SECTION 15(d)**

**OF THE SECURITIES
EXCHANGE ACT OF
1934**

For the fiscal year ended
December 31, 2006

OR

**TRANSITION
REPORT PURSUANT
TO SECTION 15(d)**

**OF THE SECURITIES
EXCHANGE ACT OF
1934**

For the transition period
from to

Commission File
Number: 1-8610

A. Full title of the plan
and the address of the
plan, if different from
that of the issuer named
below:

**AT&T RETIREMENT SAVINGS AND PROFIT
SHARING PLAN**

B. Name of issuer
of the securities
held pursuant to the
plan and the address
of its principal
executive office:

AT&T INC.

175 E. Houston, San Antonio, Texas 78205

Financial Statements, Supplemental Schedules and Exhibit

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Participants and Plan Administrator of the
AT&T Retirement Savings and Profit Sharing Plan

We have audited the financial statements of the AT&T Retirement Savings and Profit Sharing Plan as of December 31, 2006 and 2005, and for the year ended December 31, 2006, as listed in the accompanying contents page. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Plan is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly we express no such opinion. An audit includes examining on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of AT&T Retirement Savings and Profit Sharing Plan as of December 31, 2006 and 2005, and the changes in its net assets available for benefits for the year ended December 31, 2006, in conformity with accounting principles generally accepted in the United States of America.

Our audits were performed for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedule of assets (held at end of year) as of December 31, 2006 is presented for the purpose of additional analysis and is not a required part of the basic financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

San Antonio, Texas

June 22, 2007

AT&T RETIREMENT SAVINGS AND PROFIT SHARING PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

(Dollars in Thousands)

	December 31, 2006	2005
ASSETS		
Investments, at fair value:		
Investment in Master Trust	\$ 66,544	\$ 48,751
Participant loans receivable	851	515
Total Assets, at fair value	67,395	49,266
Adjustment from fair value to contract value for interest in Master Trust relating to fully benefit- responsive investment contracts	91	20
Net Assets Available for Benefits	\$ 67,486	\$ 49,286

See Notes to Financial Statements.

AT&T RETIREMENT SAVINGS AND PROFIT SHARING PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

FOR THE YEAR ENDED DECEMBER 31, 2006

(Dollars in Thousands)

Net Assets Available for Benefits, December 31, 2005	\$ 49,286
Additions to Net Assets:	
Contributions:	
Participant contributions	11,215
Employer contributions	6,380
	17,595
Investment Income:	
Net income from investment in Master Trust	6,751
Interest on participant loans	32
	6,783
Total Additions	24,378
Deductions from Net Assets:	
Distributions	6,172
Administrative expenses	6
Total Deductions	6,178
Net Increase	18,200
Net Assets Available for Benefits, December 31, 2006	\$ 67,486

See Notes to Financial Statements.

AT&T RETIREMENT SAVINGS AND PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS

(Dollars in Thousands)

1. Plan Description The AT&T Retirement Savings and Profit Sharing Plan (Plan) is a defined contribution plan established by AT&T Corp. (ATTC) to provide a convenient way for eligible employees of participating ATTC companies to save on a regular and long-term basis. The following description of the Plan provides only general information. The Plan has detailed provisions covering participant eligibility, participant allotments from pay, participant withdrawals, participant loans, employer contributions and related vesting of contributions and Plan expenses. The Plan documents include complete descriptions of these and other Plan provisions. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

On November 18, 2005, ATTC was acquired by AT&T Inc. (AT&T or the Company), formerly known as SBC Communications Inc. As a result of the acquisition, the AT&T Corp. common stock held in the AT&T Stock Fund was converted to AT&T common stock based on a conversion ratio.

The Plan participates in the AT&T Savings Master Trust (Master Trust) for the investment of the pooled assets of various funds. Each participating plan has an undivided interest in the Master Trust. The trustee of the Master Trust is State Street Bank and Trust Company (State Street). (See Note 5)

Participants can invest their contributions in one or more of twenty-six different funds as set forth in the current Plan documents. An employee may designate allotments as pre-tax allotments, after-tax allotments or as a combination of pre-tax and after-tax allotments. All participant contributions and earnings thereon are immediately vested and are not subject to forfeiture. Employer contributions are made in accordance with the participant's elected investment direction. A participant becomes 100% vested in the employing company contributions after three years of vesting service. Employees who are age 50 or older on or before December 31 may be eligible to make pre-tax contributions beyond the Internal Revenue Service (IRS) pre-tax limit. No employing company contribution is made on catch-up contributions.

The employer may make quarterly or an annual discretionary profit-sharing contribution of up to 6% of each participant's eligible compensation. A participant becomes vested in the profit-sharing contribution on a 5-year graduated schedule (20% per year of vesting service). In 2006, one of the participating companies made profit-sharing contributions.

Loans are available to all participants in an amount not less than \$1 and up to a maximum of 50% of the participant's vested account balance or \$50 minus the participant's highest outstanding loan balance in the last twelve months. Upon default participants are considered to have received a distribution and are subject to income taxes on the distributed amount. Beginning on August 24, 2005, as a result of Hurricanes Katrina, Rita, and Wilma, and in response to new federal laws and IRS guidance, the Plan was also permitted to provide loans of up to \$100 for certain eligible participants, and was also permitted to delay, for specified periods of time, the required loan repayment amounts for certain eligible participants entitled to disaster relief. Loan transactions are treated as a transfer to (from) the investment funds from (to) the Participant Loan Account and shall not exceed a term of fifty-six months. The loans are collateralized by the balance in the participant's account and bear interest at the prime rate on the last business day of the month preceding the month in which the loan was initiated, or at a rate as otherwise approved by the Savings Plan Committee. Interest rates are fixed for the term of the loans and ranged from 4.00% to 8.25% on participant loans outstanding at December 31, 2006.

AT&T RETIREMENT SAVINGS AND PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS

(Dollars in Thousands)

As a result of Hurricanes Katrina, Rita, and Wilma and in response to new federal laws and IRS guidance, the Plan was also permitted to provide for expedited hardship withdrawals to eligible participants. Such withdrawals are not subject to the 10% excise tax on premature withdrawals and are taxable over a period of three years, and may be repaid (or recontributed) into the Plan as rollover contributions, if such contributions are made within three years of the withdrawal.

Participant forfeitures in 2006 were \$300. The total forfeited non-vested accounts were \$1,061 as of December 31, 2006 and \$718 as of December 31, 2005. Forfeitures may be used to reduce future employer contributions and administrative expenses. During 2006, no employer contributions were reduced by forfeitures.

Although it has not expressed any intent to do so, AT&T has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, the Plan provides that the net assets are to be distributed to participating employees in amounts equal to their respective interest in such assets.

2. **Accounting Policies** The accompanying financial statements were prepared in conformity with U.S. generally accepted accounting principles, which require management to make estimates that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates. The most significant estimates relate to the valuation of the investments. Benefits are recorded when paid. Income and assets of the Master Trust are allocated to the Plan based on participant balances. Certain amounts in prior-year financial statements have been reclassified to conform to the current year's presentation.

The net asset value of the Master Trust is calculated by State Street, which determines the value of the underlying assets in the investment manager portfolios taking into account the market values supplied by a recognized pricing or quotation services or quotations furnished by one or more reputable sources, such as securities brokers, dealers or investment bankers, mutual fund administrators, values of comparable property, appraisals or other relevant information. Investments in AT&T common shares and other securities listed on national stock exchanges are carried at fair value determined on the basis of the last published sales price per share on the last business day of the year. Securities traded in over-the-counter markets are carried at fair value based on the last bid prices or closing prices on December 31, as listed in published sources if available or, if not available, from other sources considered reliable. All investments are carried at the fair value at the close of the business day on December 31. For contracts with insurance companies and financial institutions, which are fully benefit-responsive, an adjustment to contract value (representing contributions made under the contracts plus accumulated interest at the contract rates) is separately identified on the Statement of Net Assets Available for Benefits. Participant loans receivable are valued at cost which approximates fair value. Participant loans are assets of the Plan and are not part of the Master Trust. Purchases and sales of securities are recorded on the trade date. Dividend income is recorded on the ex-dividend date. Interest income is accrued as earned.

In December 2005, the Financial Accounting Standards Board (FASB) issued FASB Staff Position AAG INV-1 and SOP 94-4-1, Reporting of Fully Benefit-Responsive Investment Contracts Held by Certain Investment Companies Subject to the AICPA Investment Company Guide and Defined-Contribution Health and Welfare and Pension Plans (FSP). The FSP defines the circumstances in which an investment contract is considered fully benefit responsive and provides certain reporting and disclosure requirement for fully benefit-responsive investment contracts in defined contribution health and welfare and pension plans. The financial statement presentation and disclosure provision of the FSP are effective for financial statements issued for annual periods ending after December 15, 2006 and are required to be applied retroactively to all prior periods presented for comparative purposes. The Plan adopted the provisions of the FSP at December 31, 2006.

As required by the FSP, investments in the accompanying Statements of Net Assets Available for Benefits include fully benefit-responsive investment contracts recognized at fair value. AICPA Statement of Position 94-4, Reporting of Investment Contracts Held by Health and Welfare Benefit Plans and Defined Contribution Pension Plans, as amended, requires fully benefit-responsive investment contracts to be reported at fair value in the Plan's statements of Net Assets Available for Benefits with a corresponding adjustment to reflect these investments at contract value. The requirements of the FSP have been applied retroactively to the Statement of Net Assets Available for Benefits as of December 31, 2005 presented for comparative purposes. Adoption of the FSP had no effect on the Statement of Changes in Net Assets Available for Benefits for any period presented.

AT&T RETIREMENT SAVINGS AND PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS

(Dollars in Thousands)

3. Tax Status The IRS has determined and informed AT&T by a letter dated April 18, 2005, that the Plan, restated effective January 1, 2001, with amendments through February 28, 2002, and related trust are qualified in accordance with applicable sections of the Internal Revenue Code (IRC). The Plan has been amended since February 28, 2002. However, the plan administrator believes that the Plan is qualified and is currently being operated in compliance with the applicable requirements of the IRC. Since the Plan and its associated trust are tax-exempt under the IRC, no provision for income taxes has been included in the Plan's financial statements.
4. Plan Expenses In general, fees paid for Plan administration, including recordkeeping (except for such services as are attributable to the participant loan program), are paid from the Master Trust, unless those expenses are paid by the Company or participant(s). Fees for State Street's services are paid out of Master Trust assets. Expenses attributable to the management and investment of each of the investment funds are charged against those respective funds.
5. Master Trust Investments The Master Trust investments presented as of December 31 are those held by State Street, as trustee, of the AT&T Savings Master Trust.

Type of Master Trust Investment

	2006	2005
Short-term securities	\$ 13,179	\$ 11,730
Common stocks	1,008,878	855,818
Mutual funds	3,440,944	3,204,651
Commingled funds	1,455,784	1,355,098
Investment contracts (at fair value):		
Guaranteed investment contracts	136,056	185,499
Synthetic investment contracts		
Short-term investments	62,116	114,898
Asset-backed securities	711,685	600,718
Consumer loans receivable	283,673	317,164
Corporate bonds	809,478	728,350
Government securities	890,859	1,066,806
Derivatives	71	79
Unsettled trades and other	(164,082)	(142,197)
Wrap Contract	-	-
Cash	3,160	5,105
Unsettled trades and other	949	(1,142)
Master trust investments at fair value	8,652,750	8,302,577
Adjustment from fair value to contract value for fully		
benefit-responsive investment contracts	22,255	4,885
	\$ 8,675,005	\$ 8,307,462

Allocation of Master Trust Investments

	2006		2005	
AT&T Long Term Savings Plan for Management Employees	83.97	%	83.96	%
AT&T Long Term Savings and Security Plan	15.19		15.38	

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AT&T Retirement Savings and Profit Sharing Plan	0.77		0.59	
AT&T of Puerto Rico, Inc. Long Term Savings Plan for				
Management Employees	0.06		0.06	
AT&T of Puerto Rico, Inc. Long Term Savings				
and Security Plan	0.01		0.01	
	100.00	%	100.00	%

AT&T RETIREMENT SAVINGS AND PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS

(Dollars in Thousands)