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AT&T CORP
Form S-3
November 09, 2001

As filed with the Securities and Exchange Commission on November 9, 2001

Registration No 333-_____

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

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. _____

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. _____

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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 Regis
AT&T Common Stock, par value \$1.00 per share	52,347,844	\$15.39	\$805,633,319.16	\$20