

AT&T CORP
Form DEFA14A
May 27, 2005

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**SCHEDULE 14A
Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934 (Amendment No.)**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential,
for Use of the
Commission

Only (as
permitted by
Rule

14a-6(e)(2))

Definitive
Proxy
Statement

Definitive
Additional
Materials

Soliciting
Material

Pursuant to
§240.14a-12.

AT&T Corp.

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

(1) Title of each class of securities to which transaction applies:

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(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11
(Set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

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Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

Explanatory Note

The following script was first used in connection with the vote by telephone facility available to shareholders of AT&T on or about May 27, 2005.

**2005 Annual Meeting of Shareholders
Telephone Voting Script
(1-800-273-1174)
4/19/05**

Speech 1 (Welcome Message)

Welcome to AT&T S 2005 Annual Meeting Proxy Voting Line.

Speech 1A (Number Message)

Please enter the number printed in the shaded area on your proxy card.

Speech 2 (Vote on ALL Items)

To vote as the Board recommends on ALL items, press 1. To vote on each of the items separately, press 0.

Speech 3 (Merger Proposals)

ITEM 1: To vote FOR, press 1; to vote AGAINST, press 9; to ABSTAIN, press 0.

ITEM 1a: To vote FOR, press 1; to vote AGAINST, press 9; to ABSTAIN, press 0.

Speech 4 (Election of Nine Directors)

The following director nominees are for reference only; they are not included in the telephone script

Director Nominees

(01) W.F. Aldinger

(02) K.T. Derr

(03) D.W. Dorman

(04) M.K. Eickhoff-Smith

(05) H.L. Henkel

(06) F.C. Herringer

(07) J.C. Madonna

(08) D.F. McHenry

(09) T.L. White

ITEM 2: Election of Directors

To vote FOR ALL nominees, press 1.

To WITHHOLD FROM ALL nominees, press 9.

To WITHHOLD FROM AN INDIVIDUAL nominee, press 0.

Speech 5 (Nominee Voting Directions)

To withhold from an individual nominee, enter the two-digit number that appears to the left of the nominee's name on your proxy card.

Speech 5A

To withhold from an additional nominee, press 1. If you have completed voting for director nominees, press 0.

Speech 6 (Auditor and Shareholder Proposals)

ITEM 3: To vote FOR, press 1; to vote AGAINST, press 9; to ABSTAIN, press 0.

ITEM 4: To vote FOR, press 1; to vote AGAINST, press 9; to ABSTAIN, press 0.

ITEM 5: To vote FOR, press 1; to vote AGAINST, press 9; to ABSTAIN, press 0.

ITEM 6: To vote FOR, press 1; to vote AGAINST, press 9; to ABSTAIN, press 0.

ITEM 7: To vote FOR, press 1; to vote AGAINST, press 9; to ABSTAIN, press 0.

ITEM 8: To vote FOR, press 1; to vote AGAINST, press 9; to ABSTAIN, press 0.

ITEM 9: To vote FOR, press 1; to vote AGAINST, press 9; to ABSTAIN, press 0.

Closing A

You have voted as the Board recommends. If this is correct, press 1. If this is incorrect, press 0.

Closing B (Voting Confirmation Message)

You have voted your shares as follows:

ITEM 1 Adopt the merger agreement among SBC, AT&T and Merger Sub: (FOR) or (AGAINST) or (ABSTAIN).

ITEM 1a Adjournment to permit further solicitation of proxies in favor of Item 1: (FOR) or (AGAINST) or (ABSTAIN).

ITEM 2 Election of Directors: (FOR ALL) or (WITHHOLD FROM ALL) or (FOR ALL EXCEPT ... [Nominee's Names])

ITEM 3 Ratification of Auditors: (FOR) or (AGAINST) or (ABSTAIN).

ITEM 4 No Future Stock Options: (FOR) or (AGAINST) or (ABSTAIN).

ITEM 5 Link Restricted Stock Unit Vesting to Performance: (FOR) or (AGAINST) or (ABSTAIN).

ITEM 6 Executive Compensation: (FOR) or (AGAINST) or (ABSTAIN).

ITEM 7 Poison Pill: (FOR) or (AGAINST) or (ABSTAIN).

ITEM 8 Shareholder Approval of Future SERPs: (FOR) or (AGAINST) or (ABSTAIN).

ITEM 9 Shareholder Ratification of Severance Agreements: (FOR) or (AGAINST) or (ABSTAIN).

If this is correct, press 1 now. If this is incorrect, press 0.

Speech 7 (Electronic Access)

If you prefer to access the annual report and proxy statement electronically, press 1. If not, press 0.

Speech 8 (Attend the Annual Meeting)

If you plan to attend the Annual Meeting, press 1. If not, press 0.

Speech 9 (Proxy Card Instructions)

Since you have voted your shares by telephone, please DO NOT return your proxy card. Thank you for voting your shares.

Speech 10 (Errors generated within the voting application)

We're sorry but you have made an invalid selection.

Speech 10a (Error accessing the voting application)

We are sorry; your vote was not processed. Please try again by calling 1-800-273-1174, Anytime. Thank you for using AT&T's Annual Meeting Proxy Voting Line.