

AT&T INC.  
Form 8-K  
October 23, 2006

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, DC 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934**

Date of report (Date of earliest event reported) October 23, 2006

AT&T INC.

(Exact Name of Registrant as Specified in Charter)

Delaware  
(State or Other Jurisdiction of  
Incorporation)

1-8610  
(Commission File Number)

43-1301883  
(IRS Employer Identification No.)

175 E. Houston, San Antonio, Texas  
(Address of Principal Executive Offices)

78205  
(Zip Code)

Registrant's telephone number, including area code (210) 821-4105

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(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240-14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Items 2.02 Results of Operations and Financial Condition.**

The registrant announced on October 23, 2006, its results of operations for the third quarter of 2006. The text of the press release and accompanying financial information are attached as exhibits and incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

The following exhibits are furnished as part of this report:

(c) Exhibits

99.1 Press release dated October 23, 2006 reporting financial results for the third quarter ended September 30, 2006.

99.2 AT&T Inc. selected financial statements and operating data.

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**Signature**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

AT&T INC.

Date: October 23, 2006

By: /s/ John J. Stephens

John J. Stephens

Senior Vice President and Controller