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AT&T CORP  
Form POS AM  
March 18, 2002

As filed with the Securities and Exchange Commission on March 18, 2002

Registration No 333-73120

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

POST-EFFECTIVE AMENDMENT NO.1 to  
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. \_\_\_\_\_

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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. [ ] \_\_\_\_\_

If this form is a post-effective amendment filed pursuant to Rule 462(d) 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. [x] 333-73120

EXPLANATORY NOTE

This Post-Effective Amendment No.1 to Form S-3 Registration Statement No. 333-73120 is filed solely to file Exhibits 99.01 and 99.02 as additional exhibits to the Registration Statement. In accordance with Section 462(d) of the Securities Act of 1933, as amended, this Post-Effective Amendment shall become effective immediately upon filing with the Securities and Exchange Commission (the "Commission").

PART II. INFORMATION NOT REQUIRED IN PROSPECTUS

Item 16. Exhibits.

See Exhibit Index.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Basking Ridge, State of New Jersey, on the 18th day of March, 2002.

AT&T CORP.

By: /s/ Marilyn J. Wasser

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Marilyn J. Wasser  
Vice President-Law and Secretary

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on the date indicated.

SIGNATURE CAPACITY  
PRINCIPAL EXECUTIVE OFFICER:

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C. Michael Armstrong Chairman and Chief Executive Officer

PRINCIPAL FINANCIAL OFFICER:

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Charles H. Noski Senior Executive Vice President and Chief  
Financial Officer

PRINCIPAL ACCOUNTING OFFICER:

\*  
-----  
Nicholas S. Cyprus Vice President and Controller

DIRECTORS

\*  
-----  
C. Michael Armstrong Director

\*  
-----  
J. Michael Cook Director

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Kenneth T. Derr Director

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M. Kathryn Eickhoff Director

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George M.C. Fisher Director

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Amos B. Hostetter Director

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Shirley A. Jackson Director

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Donald F. McHenry Director

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Louis A. Simpson                                 Director

\*  
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Michael I. Sovern                                 Director

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Sanford I. Weill                                 Director

\* By:     /s/ Marilyn J. Wasser

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Marilyn J. Wasser  
(Attorney-in-Fact)

Date:    March 18th, 2002.

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### EXHIBIT INDEX

EXHIBIT  
NUMBER  
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5.01	Opinion of Robert S. Feit, General Attorney and Assistant Secretary of the Registrant, as to the legality of the securities being registered. (previously filed)
23.01	Consent of Robert S. Feit. (included in Exhibit 5.01)
23.02	Consent of PricewaterhouseCoopers LLP. (previously filed)
23.03	Consent of PricewaterhouseCoopers LLP. (previously filed)
23.04	Consent of KPMG LLP. (previously filed)
23.05	Consent of KPMG LLP. (previously filed)
23.06	Consent of Arthur Andersen LLP. (previously filed)
24.01	Powers of Attorney. (previously filed)
99.01	Notice of Redemption of Shares of Class A Senior Cumulative Exchangeable Preferred Stock of TCI Pacific Communications, Inc.
99.02	Letter of Transmittal to Holders of Shares of Class A Senior Cumulative Exchangeable Preferred Stock of TCI Pacific Communications, Inc.

