

AT&T INC.
Form FWP
February 07, 2007

Filed Pursuant to Rule 433
Registration No. 333-118476
Final Term Sheet
February 6, 2007

\$1,150,000,000

AT&T Inc.

6.375% SENIOR NOTES DUE 2056

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| ISSUER: | AT&T Inc. |
| TITLE OF SECURITIES: | 6.375% Senior Notes due 2056 (the Senior Notes) |
| TRADE DATE: | February 6, 2007 |
| SETTLEMENT DATE (T+4): | February 12, 2007 |
| MATURITY DATE: | February 15, 2056 |
| AGGREGATE PRINCIPAL AMOUNT OFFERED: | \$1,150,000,000 (46,000,000 number of Senior Notes) |
| OVER-ALLOTMENT OPTION | \$172,500,000 (6,900,000 number of Senior Notes) |
| INTEREST RATE: | 6.375% per annum |
| INTEREST PAYMENT DATES: | Quarterly on each May 15, August 15, November 15 and February 15, commencing on May 15, 2007 |
| DENOMINATIONS: | Minimum of \$25 and integral multiples of \$25 thereafter |
| OPTIONAL REDEMPTION: | At any time on or after February 15, 2012 at a redemption price equal to 100% of the principal amount of the Senior Notes redeemed plus accrued and unpaid interest to the redemption date |

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| PRICE TO PUBLIC (ISSUE PRICE): | 100% ¹ |
| GROSS SPREAD: | 3.136%, based on a weighted average underwriting discount for retail and institutional investors |
| PRICE TO AT&T INC.: | 96.864% |
| NET PROCEEDS: | \$1,113,651,000, or \$1,280,717,250 if the over-allotment option is exercised in full, based on the over-allotment being sold exclusively to retail investors |
| UNDERWRITERS REIMBURSEMENT OF AT&T INC. S EXPENSES: | Certain of the underwriters have agreed to reimburse AT&T Inc. for a majority of its expenses related to the offering of its Senior Notes. |
| JOINT BOOKRUNNERS: | Citigroup Global Markets Inc. and Merrill Lynch, Pierce, Fenner & Smith Incorporated |
| SENIOR CO-MANAGERS: | Morgan Stanley & Co. Incorporated, UBS Securities LLC and Wachovia Capital Markets, LLC |
| JUNIOR CO-MANAGERS: | A.G. Edwards & Sons, Inc. and RBC Dain Rauscher Inc. |

¹ Plus accrued interest, if any, from February 12, 2007 if settlement occurs after that date.

PLAN OF DISTRIBUTION:

| Underwriters | Principal Amount of Senior Notes |
|---|-------------------------------------|
| Citigroup Global Markets Inc. | \$ 186,300,000 |
| Merrill Lynch, Pierce, Fenner & Smith Incorporated | 186,300,000 |
| Morgan Stanley & Co. Incorporated | 186,300,000 |
| UBS Securities LLC | 186,300,000 |
| Wachovia Capital Markets, LLC | 186,300,000 |
| A.G. Edwards & Sons, Inc. | 57,500,000 |
| RBC Dain Rauscher Inc. | 57,500,000 |
| Charles Schwab & Co., Inc. | 5,750,000 |
| H&R Block Financial Advisors, Inc. | 5,750,000 |
| Janney Montgomery Scott LLC | 5,750,000 |
| Oppenheimer & Co. Inc. | 5,750,000 |
| Raymond James & Associates, Inc. | 5,750,000 |
| TD Ameritrade, Inc. | 5,750,000 |
| Wells Fargo Securities, LLC | 5,750,000 |
| B.C. Ziegler and Company | 2,875,000 |
| BB&T Capital Markets, a division of Scott & Stringfellow, Inc. | 2,875,000 |
| D.A. Davidson & Co. | 2,875,000 |
| Doley Securities, LLC | 2,875,000 |
| Ferris, Baker Watts, Incorporated | 2,875,000 |
| Fidelity Capital Markets, a division of National Financial Services LLC | 2,875,000 |
| Guzman & Company | 2,875,000 |
| J.J.B. Hilliard, W.L. Lyons, Inc. | 2,875,000 |
| Jackson Securities LLC | 2,875,000 |
| Jefferies & Company, Inc. | 2,875,000 |
| KeyBanc Capital Markets, a division of McDonald Investments Inc. | 2,875,000 |
| Loop Capital Markets, LLC | 2,875,000 |
| Mesirow Financial, Inc. | 2,875,000 |
| Morgan Keegan & Company, Inc. | 2,875,000 |
| Pershing LLC | 2,875,000 |
| Piper Jaffray & Co. | 2,875,000 |
| Robert W. Baird & Co. Incorporated | 2,875,000 |
| Ryan Beck & Co., Inc. | 2,875,000 |
| Southwest Securities, Inc. | 2,875,000 |
| SunTrust Capital Markets, Inc. | 2,875,000 |
| The Williams Capital Group, L.P. | 2,875,000 |
| Wedbush Morgan Securities Inc. | 2,875,000 |
| Total | \$ 1,150,000,000 |

REFERENCE DOCUMENT:

Prospectus Supplement dated February 6, 2007; Prospectus dated May 24, 2005.

THE ISSUER HAS FILED A REGISTRATION STATEMENT (INCLUDING A PROSPECTUS) WITH THE SEC FOR THE OFFERING TO WHICH THIS COMMUNICATION RELATES. BEFORE YOU INVEST, YOU SHOULD READ THE PROSPECTUS IN THAT REGISTRATION STATEMENT AND OTHER DOCUMENTS THE ISSUER HAS FILED WITH THE SEC FOR MORE COMPLETE INFORMATION ABOUT THE ISSUER AND THIS OFFERING. YOU MAY GET THESE DOCUMENTS FOR FREE BY VISITING EDGAR ON THE SEC WEB SITE AT WWW.SEC.GOV. ALTERNATIVELY, THE ISSUER, ANY UNDERWRITER OR ANY DEALER PARTICIPATING IN THE OFFERING WILL ARRANGE TO SEND YOU THE PROSPECTUS IF YOU REQUEST IT BY CALLING TOLL-FREE TO CITIGROUP GLOBAL MARKETS INC. AT 1-877-858-5407 OR MERRILL LYNCH, PIERCE, FENNER & SMITH INCORPORATED AT 1-866-500-5408.

ANY DISCLAIMERS OR OTHER NOTICES THAT MAY APPEAR BELOW ARE NOT APPLICABLE TO THIS COMMUNICATION AND SHOULD BE DISREGARDED. SUCH DISCLAIMERS OR OTHER NOTICES WERE AUTOMATICALLY GENERATED AS A RESULT OF THIS COMMUNICATION BEING SENT VIA BLOOMBERG OR ANOTHER EMAIL SYSTEM.