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SBC COMMUNICATIONS INC
Form S-8 POS
November 25, 2002

As filed with the Securities and Exchange Commission on October 8, 1999.
Registration No. 333-88667-1

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1
TO
FORM S-8

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

SBC COMMUNICATIONS INC.
(Exact Name of Registrant as Specified in Its Charter)

Delaware 43-1301883
(State or Other Jurisdiction of (I.R.S. Employer Identification No.)
Incorporation or Organization)

175 E. Houston, San Antonio, Texas 78205-2233
(Address of Principal Executive Offices) (Zip Code)

SBC Savings Plan, SBC Savings and Security Plan,
Pacific Telesis Group 1994 Stock Incentive Plan,
Pacific Telesis Group Stock Option and Stock Appreciation Rights Plan,
Pacific Telesis Group Nonemployee Director Stock Option Plan,
SNET Management Retirement Savings Plan,
SNET Bargaining Unit Retirement Savings Plan,
SNET 1986 Stock Option Plan,
SNET 1995 Stock Incentive Plan,
Ameritech Savings Plan for Salaried Employees,
Ameritech Savings and Security Plan for Non-Salaried Employees,
Ameritech Long Term Incentive Plan,
Ameritech 1989 Long Term Incentive Plan,
Ameritech Corporation Long-Term Stock Incentive Plan,
DonTech Profit Participation Plan, and
Old Heritage Advertising & Publishers, Inc. Profit Sharing Plan

(Full Title of the Plans)

Name, address and telephone number
of agent for service:
Joy Rick
SBC Communications Inc.
175 E. Houston, 11th Floor
San Antonio, Texas 78205-2233
(210) 821-4105

Please send copies of all
communications to:
Wayne Wirtz
Assistant General Counsel
SBC Communications Inc.
175 E. Houston, 2nd Floor
San Antonio, Texas
78205-2233
(210) 821-4105

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EXPLANATORY NOTE

The registrant hereby deregisters all shares of common stock covered by this Registration Statement (File No. 333-88667 filed on October 8, 1999) that were not issued by the registrant pursuant to the registration statement and related prospectuses (38,397,895 shares as of October 31, 2002). The unsold shares will be carried forward and used on a new registration statement on Form S-8 for the following plans: the SBC Savings Plan, SBC Savings and Security Plan, Pacific Telesis Group 1994 Stock Incentive Plan, Pacific Telesis Group Stock Option and Stock Appreciation Rights Plan, Pacific Telesis Group Nonemployee Director Stock Option Plan, SNET 1986 Stock Option Plan, SNET 1995 Stock Incentive Plan, Ameritech Long Term Incentive Plan, Ameritech 1989 Long Term Incentive Plan, Ameritech Corporation Long-Term Stock Incentive Plan, and DonTech Profit Participation Plan.

Item 8. Exhibits

Exhibit Number	Description of Exhibits
24	Power of Attorney of Edward E. Whitacre, Jr.

SIGNATURES

The Registrant. 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-8 and has duly caused this Post-Effective Amendment to Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Antonio, State of Texas, on this 25th day of November 2002.

SBC COMMUNICATIONS INC.

By: Randall L. Stephenson
Randall L. Stephenson
Senior Executive Vice President
and Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment to registration statement has been signed by the following persons in the capacities and on the date indicated:

Principal Executive Officer: Edward E. Whitacre, Jr.*
Chairman and Chief Executive Officer

Principal Financial
and Accounting Officer: Randall L. Stephenson
Senior Executive Vice President
and Chief Financial Officer

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By: Randall L. Stephenson
Randall L. Stephenson, as
attorney-in-fact for Mr. Whitacre
and on his own behalf as
Principal Financial and
Accounting Officer

November 25, 2002

* By power of attorney

SIGNATURES

The Plans. Pursuant to the requirements of the Securities Act of 1933 the administrator for the Plans set forth below has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Antonio, State of Texas, on this 25th day of November 2002.

SBC Savings Plan
SBC Savings and Security Plan
Ameritech Savings and Security Plan for
Non-Salaried Employees

By SBC Communications Inc.,
Administrator for each of the foregoing Plans

By: Karen E. Jennings
Karen E. Jennings
Senior Executive Vice President -
Human Resources and Communications

SIGNATURES

The Plan. Pursuant to the requirements of the Securities Act of 1933 the sponsor for the Plan set forth below has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in City of Chicago, State of Illinois, on this 25th day of November 2002.

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DonTech Profit Participating Plan

By DonTech,
Administrator for the foregoing Plan

By: Robert Gross
Robert Gross
Vice President - Finance &
Chief Financial Officer