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Form 8-K  
January 26, 2004

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: January 22, 2004

AT&T CORP.  
(Exact Name of Registrant as Specified in Charter)

New York

(State or Other Jurisdiction of Incorporation)

1-1105  
(Commission File Number)

13-4924710  
(IRS Employer Identification No.)

One AT&T Way  
Bedminster, New Jersey  
(Address of Principal Executive  
Offices)

07921  
(Zip Code)

Registrant's telephone number, including area code: (908) 221-2000

Not Applicable

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

A New York  
Corporation

Commission File  
No. 1-1105

I.R.S. Employer  
No. 13-4924710

ITEM 5. OTHER EVENTS AND REQUIRED FD DISCLOSURE

What are we disclosing?

On January 22, 2004, our Senior Executive Vice President and Chief Financial Officer, Thomas W. Horton, made the following comments during the Company's earnings conference call:

In addition to tough competition in LD, voice and high-capacity bandwidth products, the small and medium business segment also intensified due to RBOC pricing actions that had a direct impact on our ability to sustain our market position.

In our Consumer business, we will continue to take targeted pricing actions to improve average revenue per subscriber where competitive conditions permit,

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helping us offset margin decline as we move through 2004.

Significant reductions in debt in 2003 will drive annualized interest savings of nearly \$400 million dollars.

AT&T's pension funds remain well funded. Our total over-funded position is about 11% as of the end of the year. That is comparing pension benefit obligations against fair market value of assets. We do not, as a consequence, expect to make any contributions to the pension trust in 2004 or 2005.

AT&T reduced total headcount by approximately 13% in 2003, driving about \$800 million in annualized cost savings. I would expect a headcount reduction again in 2004. Probably not to the same extent as 2003, more like the reductions in 2001 and 2002. Based on that sort of decline, the restructuring charge associated with it would probably be in the \$150 million plus range. The 2004 operating margin guidance provided does not include restructuring charges.

ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS

(c) EXHIBITS

Exhibit 99 - Press release dated January 22, 2004.

ITEM 12. RESULTS OF OPERATIONS AND FINANCIAL CONDITION

On January 22, 2004, AT&T Corp. issued a press release announcing fourth quarter earnings. A copy of the press release is attached as Exhibit 99.

The information in this Form 8-K shall not be deemed "filed" for purposes of Section 18 of the Securities Act of 1934, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, except as shall be expressly set forth by specific reference in such filing.

SIGNATURES

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 thereunto duly authorized.

AT&T CORP.

/s/ Robert S. Feit

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By: Robert S. Feit  
Vice President - Law and Secretary

January , 2004