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AT&T CORP  
Form 8-K  
September 21, 2005

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: September 21, 2005

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

New York

(State or Other Jurisdiction of Incorporation)

1-1105 13-4924710  
(Commission File Number) (IRS Employer Identification No.)

One AT&T Way  
Bedminster, New Jersey 07921  
(Address of Principal Executive Offices) (Zip Code)

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

Not Applicable

(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 Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Section 1. Registrant's Business and Operations

Item 1.01. Entry into a Material Definitive Agreement

On September 21 2005, our Compensation and Employee Benefits Committee approved a special tax allowance and gross-up arrangement estimated at \$11,700

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for Mr. Eslambolchi in connection with imputed income to him arising from the authorized personal use by Mr. Eslambolchi and his family of company aircraft. Mr. Eslambolchi's title is President AT&T GNTS, AT&T CTO and AT&T CIO and he is a Named Executive Officer of AT&T Corp.

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 hereunto duly authorized.

AT&T CORP.

/s/ Robert S Feit

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

September 21, 2005