

Edgar Filing: SBC COMMUNICATIONS INC - Form 5/A

SBC COMMUNICATIONS INC
Form 5/A
February 05, 2003

OMB APPROVAL

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 5

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or
Section 30(h) of the Investment Company Act of 1940

Check box if no longer subject to Section 16. Form 4 or Form 5 obligations
may continue. See Instruction 1(b).

Form 3 Holdings Reported

Form 4 Transactions Reported

1. Name and Address of Reporting Person*

Rembe Toni

(Last) (First) (Middle)

P.O. Box 7880

(Street)

San Francisco CA 94120-7880

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

SBC Communications Inc.

3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)

4. Statement for Month/Year

12/2001

5. If Amendment, Date of Original (Month/Year)

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1/25/2002

6. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

7. Individual or Joint/Group Filing
(check applicable line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I -- Non-Derivative Securities Acquired, Disposed of,
or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans- action Date (mm/dd/yy)	2A. Deemed Execution Date, if any (mm/dd/yy)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		
				Amount	(A) or (D)	Price
Common Stock	3/30/2001		A (1)	336.00	A	44.63
Common Stock	6/29/2001		A (1)	374.000	A	40.06
Common Stock	10/01/2001		A (1)	322.000	A	46.48
Common Stock	12/28/2001		A (1)	379.000	A	39.49
Common Stock	1/1/2001- 12/31/2001		A (3)	2,729.165	A	38.95-52.37
Common Stock	10/11/2001		4/J (4)	226.000	A	N/A
Common Stock						

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* If the form is filed by more than one reporting person, see instruction 4(b)(v).

FORM 5 (continued)

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Deriv- ative Secur- ity	3. Trans- action Date (mm/dd/ yy)	3A. Deemed Execut- ion Date if any (mm/dd/ yy)	4. Trans- action Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) (D)	6. Date Exercisable and Expiration Date (Month/Day/Year) Date Expira- tion Date	7. Title and Amount of Underlying Securities (Instr. 3 and 4) ----- Amount or Number of Shares Title
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Explanation of Responses:

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1. Acquisition of shares as payment for retainer and/or meeting fees pursuant to the SBC Non-Employee Director Stock and Deferral Plan.
2. Net of cashed-out fractional share (.26) from Merrill Lynch reinvestment plan.
3. Acquisition of deferred stock units pursuant to the SBC Non-Employee Director Stock and Deferral Plan; each unit will be converted into one share of SBC common stock after the reporting person ceases to be a Director.
4. Pro rata distribution from WSW 1996 Exchange Fund L.P. to Arthur Rock S Corporation (spouse is sole shareholder).
5. The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

Joy Rick

2/5/2003

**Signature of Reporting Person

Date

By: Joy Rick, Attorney-in-fact for Toni Rembe

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed.
If space provided is insufficient, see Instruction 6 for procedure.