

Edgar Filing: SBC COMMUNICATIONS INC - Form 5/A

SBC COMMUNICATIONS INC  
Form 5/A  
February 05, 2003

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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

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1. Name and Address of Reporting Person\*

Rembe Toni  
-----  
(Last) (First) (Middle)

P.O. Box 7880  
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(Street)

San Francisco CA 94120-7880  
-----  
(City) (State) (Zip)

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2. Issuer Name and Ticker or Trading Symbol

SBC Communications Inc.

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

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4. Statement for Month/Year

12/2001

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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.<br>Title of Security<br>(Instr. 3) | 2.<br>Trans-<br>action<br>Date<br>(mm/dd/yy) | 2A.<br>Deemed<br>Execution<br>Date, if<br>any<br>(mm/dd/yy) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4.<br>Securities Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) |                  |             |
|---------------------------------------|--|---|---|--|------------------|-------------|
|                                       |  |   |   | Amount   | (A)<br>or<br>(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-<br>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.<br>Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conver-<br>sion<br>or<br>Exer-<br>cise<br>Price<br>of<br>Deriv-<br>ative<br>Secur-<br>ity | 3.<br>Trans-<br>action<br>Date<br>(mm/dd/<br>yy) | 3A.<br>Deemed<br>Execut-<br>ion<br>Date if<br>any<br>(mm/dd/<br>yy) | 4.<br>Trans-<br>action<br>Code<br>(Instr.<br>8) | 5.<br>Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed<br>of (D)<br>(Instr. 3,<br>4 and 5)<br>(A) (D) | 6.<br>Date<br>Exercisable and<br>Expiration Date<br>(Month/Day/Year)<br>Date Expira-<br>tion<br>Date | 7.<br>Title and Amount<br>of Underlying<br>Securities<br>(Instr. 3 and 4)<br>Amount<br>or<br>Number<br>of<br>Shares |
|--|---|--|---|---|---|--|---|
|--|---|--|---|---|---|--|---|

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

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\*\*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.