

Edgar Filing: MARTIN LYNN M - Form 5/A

MARTIN LYNN M  
Form 5/A  
February 05, 2003

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OMB APPROVAL  
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OMB Number: 3235-0362  
Expires: January 31, 2005  
Estimated average burden  
hours per response.....1.0  
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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\*

Martin Lynn M.  
-----  
(Last) (First) (Middle)

180 North Stetson Avenue, Suite 2000  
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(Street)

Chicago IL 60601-6779  
-----  
(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

12/2002

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

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1/06/2003

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	11/01/2002		J (1)	181.817	A	26.504
Common Stock	12/31/2002		G	789.000	D	N/A
Common Stock						
Common Stock	12/31/2002		G	789.000	A	N/A

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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)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (mm/dd/yy)	3A. Deemed Execution Date if any (mm/dd/yy)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
							----- Amount or Number of Shares
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Explanation of Responses:  
1. Acquisition pursuant to reinvestment of dividends under dividend reinvestment plan.

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Joy Rick

2/5/2003

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\*\*Signature of Reporting Person  
By: Joy Rick, Attorney-in-fact for Toni Rembe

-----  
Date

\*\* 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.