

SBC COMMUNICATIONS INC  
Form 8-K  
September 30, 2004

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, DC 20549**

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**FORM 8-K**

**CURRENT REPORT  
Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934**

Date of report (Date of earliest event reported) September 24, 2004

**SBC COMMUNICATIONS INC.**

(Exact Name of Registrant as Specified in Charter)

Delaware

1-8610

43-1301883

Identification No.)

(State or Other Jurisdiction of  
Incorporation)

(Commission File Number)

(IRS Employer

175 E. Houston, San Antonio, Texas 78205

(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code (210) 821-4105

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(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 the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240-14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 1.01. Entry into a Material Definitive Agreement**

On September 24, 2004, SBC Communications Inc. amended Section 5.2 of the Non-Employee Director Stock and Deferral Plan. Section 5.2 provides for an annual grant of \$13,000 of deferred Stock Units for up to 10 years to Directors who join the Board after 1997. The amendment eliminates this benefit for Directors who join the Board on or after September 24, 2004. SBC has not added a new Director since 1998.

**Item 9.01. Financial Statements and Exhibits**

(c) Exhibits

Exhibit No.   Description

10.1            Section 5.2 of Non-Employee Director Stock and Deferral Plan

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**Signature**

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.

SBC Communications Inc.

By: /s/ Wayne Wirtz  
Wayne Wirtz  
Assistant Secretary

Date: September 30, 2004