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AT&T WIRELESS SERVICES INC
Form 8-A12B/A
October 17, 2002

FORM 8-A/A

AMENDMENT NO. 1

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(B) OR (G) OF THE

SECURITIES EXCHANGE ACT OF 1934

AT&T WIRELESS SERVICES, INC.
(Exact Name of Registrant as Specified in its Charter)

DELAWARE
(State of incorporation or organization)

91-1379052
(I.R.S Employer
Identification No.)
98052

7277 164TH AVENUE NE, BUILDING 1
REDMOND, WASHINGTON
(Address of principal executive offices)

(Zip Code)

SECURITIES TO BE REGISTERED PURSUANT TO SECTION 12(B) OF THE ACT:

TITLE OF EACH CLASS TO BE SO REGISTERED

NAME OF EACH EXCHANGE ON WHICH
EACH CLASS IS TO BE REGISTERED

COMMON STOCK, PAR VALUE \$.01 PER SHARE
PREFERRED SHARE PURCHASE RIGHTS

NEW YORK STOCK EXCHANGE
NEW YORK STOCK EXCHANGE

If this form relates to the registration of a class of securities pursuant to
Section 12(b) of the Exchange Act and is effective pursuant to General
Instruction A.(c), please check the following box. [X]

If this form relates to the registration of a class of securities pursuant to
Section 12(g) of the Exchange Act and is effective pursuant to General
Instruction A.(d), please check the following box: []

Securities Act registration statement file number to which this form relates:
333-59174
(If applicable)

SECURITIES TO BE REGISTERED PURSUANT TO SECTION 12(G) OF THE ACT:

NONE
(TITLE OF EACH CLASS)

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The undersigned registrant hereby amends its registration statement on Form 8-A filed with the Securities and Exchange Commission on June 26, 2001, as follows:

ITEM 1. DESCRIPTION OF REGISTRANT'S SECURITIES TO BE REGISTERED.

Item 1 to the Registration Statement on Form 8-A filed with the Securities and Exchange Commission on June 26, 2001 by the undersigned registrant is hereby amended by adding to the last paragraph of such Item the following:

In connection with the appointment of Mellon Investor Services, LLC to replace Equiserve Trust Company, N.A. as rights agent, on October 16, 2002, AT&T Wireless Services, Inc. amended and restated its Rights Agreement, dated as of June 18, 2001, between AT&T Wireless Services, Inc. and Equiserve Trust Company, N.A., to reflect the change of rights agent and to make certain related technical changes. The Amended and Restated Rights Agreement is dated as of September 1, 2002. The foregoing description is qualified in its entirety by the full text of the Amended and Restated Rights Agreement, which is attached hereto as Exhibit 5 and is incorporated herein by reference.

ITEM 2. EXHIBITS.

1. Registration Statement on Form S-1 (Commission File No. 333-59174), filed April 18, 2001, as amended by Amendment Nos. 1, 2 and 3 on June 11, 2001, June 20, 2001, and June 21, 2001, respectively (incorporated herein by reference).
2. Restated Certificate of Incorporation of the Registrant, as amended to date (filed as Exhibit 3.01 to Registration Statement on Form S-4 (Commission File No. 333-66592), filed August 2, 2001, and incorporated herein by reference).
3. Restated Bylaws of the Registrant, as amended to date (filed as Exhibit 3.3 to the Annual Report on Form 10-K, filed March 28, 2002, and incorporated herein by reference).
4. Specimen Certificate for shares of common stock, par value \$0.01 per share, of the Registrant (filed as Exhibit 4.1 to Registration Statement on Form S-1/A (Commission File No. 333-59174), filed June 20, 2001, and incorporated herein by reference).
5. Amended and Restated Preferred Stock Purchase Rights Agreement, dated as of September 1, 2002, between AT&T Wireless Services, Inc. and Mellon Investor Services LLC, as rights agent.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

AT&T WIRELESS SERVICES, INC.

Dated: October 16, 2002

By: /s/ Benjamin F. Stephens

Name: Benjamin F. Stephens

Title: Senior Corporate Counsel

EXHIBIT INDEX

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