

INTERNET PICTURES CORP  
Form SC 13G/A  
February 13, 2002

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934  
(AMENDMENT NO. 1) \*

INTERNET PICTURES CORPORATION

-----  
(Name of Issuer)

Common Stock, \$.001 par value

-----  
(Title of Class of Securities)

46059S101

-----  
(CUSIP Number)

December 31, 2001

-----  
(Date of Event Which Requires Filing of This Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).



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 CUSIP NO. 46059S101  
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-----  
 1 NAME OF REPORTING PERSON  
 I.R.S. IDENTIFICATION NO(S) OF ABOVE PERSON(S) (ENTITIES ONLY)  
 MediaOne Group, Inc. 91-2047743  
 -----

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
 (a) [ ]  
 (b) [ ]  
 -----

3 SEC USE ONLY  
 -----

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
 Delaware  
 -----

NUMBER OF	5	SOLE VOTING POWER
SHARES	0	

BENEFICIALLY	6	SHARED VOTING POWER
OWNED BY	194,621	

EACH	7	SOLE DISPOSITIVE POWER
REPORTING	0	

PERSON	8	SHARED DISPOSITIVE POWER
WITH:	196,949	

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 196,949  
 -----

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
 [ ]  
 -----

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
 3.0%  
 -----

12 TYPE OF REPORTING PERSON  
 CO  
 -----

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PAGE \_\_\_\_\_ OF \_\_\_\_\_ PAGES

1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO(S) . OF ABOVE PERSON(S) (ENTITIES ONLY)  
  
MediaOne of Colorado, Inc. 84-1242269

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a)  [ ]  
(b)  [ ]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Colorado

NUMBER OF	5	SOLE VOTING POWER
SHARES	0	
BENEFICIALLY	6	SHARED VOTING POWER
OWNED BY	194,621	
EACH	7	SOLE DISPOSITIVE POWER
REPORTING	0	
PERSON	8	SHARED DISPOSITIVE POWER
WITH:	196,949	

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
196,949

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
 [ ]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
3.0%

12 TYPE OF REPORTING PERSON  
CO

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-----  
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 PAGE \_\_\_\_\_ OF \_\_\_\_\_ PAGES  
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-----  
 1 NAME OF REPORTING PERSON  
 I.R.S. IDENTIFICATION NO(S). OF ABOVE PERSON(S) (ENTITIES ONLY)  
  
 MediaOne Interactive Services, Inc. 841320963  
 -----

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
 (a)  [ ]  
 (b)  [ ]  
 -----

3 SEC USE ONLY  
 -----

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
  
 Colorado  
 -----

NUMBER OF	5	SOLE VOTING POWER
SHARES	0	
-----		
BENEFICIALLY	6	SHARED VOTING POWER
OWNED BY	194,621	
-----		
EACH	7	SOLE DISPOSITIVE POWER
REPORTING	0	
-----		
PERSON	8	SHARED DISPOSITIVE POWER
WITH:	196,949	

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
  
 196,949  
 -----

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
  
 [ ]  
 -----

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
  
 3.0%  
 -----

12 TYPE OF REPORTING PERSON  
  
 CO  
 -----

ITEM 1.

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- (a) NAME OF ISSUER  
Internet Pictures Corporation
- (b) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES  
3160 Crow Canyon Road  
San Ramon, CA 94583

ITEM 2.

- (a) NAME OF PERSONS FILING  
AT&T Corp.  
MediaOne Group, Inc.  
MediaOne of Colorado, Inc.  
MediaOne Interactive Services, Inc.
- (b) ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE  
AT&T's principal business office is located at 32 Avenue of the Americas, New York, NY 10013. MediaOne Group's, MediaOne of Colorado's and MediaOne Interactive Services' principal business office is located at 188 Inverness Drive West, 6th Floor, Englewood, Colorado 80112.
- (c) CITIZENSHIP  
AT&T Corp. - New York  
MediaOne Group, Inc. - Delaware  
MediaOne of Colorado, Inc. - Colorado  
MediaOne Interactive Services, Inc. - Colorado
- (d) TITLE OF CLASS OF SECURITIES  
Common Stock, \$.001 par value
- (e) CUSIP NUMBER  
46059S101

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO SECTIONS 240.13d-1(b), OR 240.13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:

Not applicable.

ITEM 4. OWNERSHIP

As of December 31, 2001, each of AT&T Corp., MediaOne Group, Inc., MediaOne of Colorado, Inc. and MediaOne Interactive Services, Inc. was a beneficial owner of less than 5% of the outstanding shares of Common Stock of the Issuer.

- (a) Amount Beneficially Owned: 196,949
- (b) Percent of Class: 3.0%(1)
- (c) Number of shares as to which such person has:
  - (i) Sole power to vote or to direct the vote:  
-0-
  - (ii) Shared power to vote or to direct the vote:  
194,621

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- (iii) Sole power to dispose or to direct the disposition of: -0-
- (iv) Shared power to dispose or to direct the disposition of: 196,949

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(1) Based on 6,581,545 shares of common stock outstanding as of September 30, 2001, as reported on Form 10-Q for the quarter ending September 30, 2001.

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ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [X].

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

Not applicable.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

Not applicable.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

Not applicable.

ITEM 9. NOTICE OF DISSOLUTION OF A GROUP

Not applicable.

ITEM 10. CERTIFICATION

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

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Date: February 12, 2002

AT&T CORP.

By: /s/ Robert S. Feit

-----  
Signature

Robert S. Feit, Assistant Secretary -  
AT&T Corp.

-----  
Name/Title

MEDIAONE GROUP, INC.

By: /s/ James N. Zerefos

-----  
Signature

James N. Zerefos, Assistant Secretary

-----  
Name/Title

MEDIAONE OF COLORADO, INC.

By: /s/ James N. Zerefos

-----  
Signature

James N. Zerefos, Assistant Secretary

-----  
Name/Title

MEDIAONE INTERACTIVE SERVICES, INC.

By: /s/ James N. Zerefos

-----  
Signature

James N. Zerefos, Assistant Secretary

-----  
Name/Title