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TELECORP WIRELESS INC
Form SC 13D/A
July 20, 2001

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

SCHEDULE 13D

(AMENDMENT NO. 3) *

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULE 13D-1(A) AND
AMENDMENTS THERETO FILED PURSUANT TO RULE 13D-2(A)

TELECORP PCS, INC.

(Name of Issuer)

CLASS A COMMON STOCK, \$0.01 PAR VALUE PER SHARE

(Title of Class of Securities)

879300 10 1

(CUSIP Number)

MARILYN J. WASSER, ESQ.
VICE PRESIDENT - LAW AND SECRETARY
AT&T CORP.
295 NORTH MAPLE AVENUE
BASKING RIDGE, NJ 07920
(908) 221-2000

(Name, Address and Telephone Number of Person Authorized
to Receive Notices and Communications)

JULY 9, 2001

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box:

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

* 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

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disclosures provided in a prior cover page.

The information required on 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).

(Continued on following pages)
Page 1 of 4 Pages

CUSIP NO. 256069105

SCHEDULE 13D

PAGE 2 OF 4

1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
AT&T CORP.

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

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions) N/A

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEMS 2(D) OR 2(E)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
NEW YORK

NUMBER OF 7 SOLE VOTING POWER
SHARES -0-
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON WITH

8 SHARED VOTING POWER
-0-

9 SOLE DISPOSITIVE POWER
-0-

10 SHARED DISPOSITIVE POWER
-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
-0-

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES*

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13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
-0-

14 TYPE OF REPORTING PERSON*
CO

* SEE INSTRUCTIONS BEFORE FILLING OUT!

This Schedule 13D amends with respect to AT&T Corp. ("AT&T") the statement on Schedule 13D initially filed by AT&T Corp., AT&T Wireless Services, Inc. ("AT&T Wireless Services") and AT&T Wireless PCS, LLC on November 27, 2000. This amendment is being filed to reflect the split-off of AT&T Wireless Services from AT&T on July 9, 2001, as a result of which AT&T Wireless Services became an independent, publicly traded company. Consequently, AT&T no longer has any beneficial ownership of the Class A Common Stock of the Issuer.

In connection with the foregoing, the Schedule 13D is amended and supplemented as follows:

ITEM 2. IDENTITY AND BACKGROUND.

AT&T is no longer a Reporting Person. Item 2 is hereby amended by removing all references to AT&T, including the second paragraph of Item 2 and Schedule 1-A.

ITEM 4. PURPOSE OF THE TRANSACTION.

AT&T is no longer a Reporting Person. Item 4 is hereby amended by removing all references to AT&T.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

Items 5(a) - (e) are hereby amended and supplemented by the addition of the following paragraphs hereto:

The responses to Items 7 through 13 on the cover page of this Amendment provided for AT&T that relate to the beneficial ownership of the Class A Common Stock of the Issuer, are incorporated herein by reference. As of July 9, 2001, AT&T is no longer the sole member of AT&T PCS and may no longer be deemed to beneficially own the shares held by AT&T PCS.

(e) As of July 9, 2001, AT&T is no longer a beneficial owner of any of the Class A Common Stock of the Issuer. AT&T has not executed transactions in the Class A Common Stock during the past 60 days.

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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.

Date: July 20, 2001

AT&T CORP.

By: /s/ John Thompson

Name: John Thompson

Title: Assistant Secretary