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DOBSON COMMUNICATIONS CORP  
Form SC 13D/A  
August 02, 2001

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SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 13D  
UNDER THE SECURITIES EXCHANGE ACT OF 1934  
(AMENDMENT NO. 2) \*

Dobson Communications Corporation

-----  
(Name of Issuer)

Class A Common Stock, \$0.001 par value per share

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

256069105

-----  
(CUSIP Number of Class of Securities)

Benjamin F. Stephens  
AT&T Wireless Services, Inc.  
7277 164th Avenue NE, Building 1  
Redmond, WA 98052  
(425) 580-6000

with a copy to:

Eric DeJong  
Perkins Coie LLP  
1201 Third Avenue, 40th Floor  
Seattle, Washington 98101  
(206) 583-8888

-----  
(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 Sections 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 Section 13d-7(b) for other parties to whom copies are to be sent.

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\*The remainder of this cover page shall be filled out for a reporting

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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 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)  
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SCHEDULE 13D  
(AMENDMENT NO. 2 )

CUSIP NO. 256069105

PAGE 2 OF 5 PAGES

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1	Names of Reporting Persons			
	I.R.S. Identification Nos. of above persons (entities only)			
	AT&T Wireless Services, Inc.			
-----				
2	Check the Appropriate Box if a Member of a Group (See Instructions)			
	(a) <input type="checkbox"/>			
	(b) <input type="checkbox"/>			
-----				
3	SEC Use Only			
-----				
4	Source of Funds			
	N/A			
-----				
5	Check if Disclosure of Legal proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/>			
-----				
6	CITIZENSHIP OR PLACE OF ORGANIZATION			
	Delaware			
-----				
	NUMBER OF	7	Sole Voting Power	12,388,523
	SHARES	-----		
	BENEFICIALLY	8	Shared Voting Power	-0-
	OWNED BY	-----		
	EACH	9	Sole Dispositive Power	12,388,523
	REPORTING	-----		
	PERSON	10	Shared Dispositive Power	-0-
	WITH	-----		
-----				
11	Aggregate Amount Beneficially Owned by Each Reporting Person			
	12,388,523			
-----				
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares <input type="checkbox"/>			
-----				
13	Percent of Class Represented by Amount in Row (11)	42.8%		
-----				
14	Type of Reporting Person			
	CO			
-----				

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This Amendment No. 2 supplements and amends the statement on Schedule 13D originally filed with the Securities and Exchange Commission by AT&T Corp. ("AT&T") and AT&T Wireless Services, Inc. ("AT&T Wireless") on February 20, 2001 (the "Original Filing"). This amendment is being filed to reflect the split-off of AT&T Wireless from AT&T on July 9, 2001, as a result of which AT&T Wireless became an independent, publicly traded company.

## ITEM 2. IDENTITY AND BACKGROUND.

(a)-(b) AT&T Wireless is a corporation organized and existing under the laws of Delaware and has its principal business address at 7277 164th Avenue NE, Building 1, Redmond, Washington 98052. The principal business of AT&T Wireless is to provide wireless communications services.

On July 9, 2001, AT&T Wireless split-off from AT&T and became a separate public company that owns and operates all of the businesses that constituted the AT&T Wireless Group before the split-off. Prior to July 9, 2001, AT&T Wireless was a wholly owned subsidiary of AT&T.

(c) The following supplements information contained in Item 2 of the Original Filing and provides information concerning the name, business address and principal occupation or employment of each present director and executive officer of AT&T Wireless (where no business address is given, the address is that of AT&T Wireless's principal business office stated in this Item 2):

## AT&amp;T WIRELESS DIRECTORS:

NAME	PRINCIPAL OCCUPATION AND BUSINESS ADDRESS
John D. Zeglis	Chairman of the Board and Chief Executive Officer of AT&T Wireless
Walter Y. Elisha	Retired 205 North White St., P. O. Box 70 Fort Mill, SC 29715
Donald V. Fites	Retired Caterpillar Inc. 100 NE Adams Street Peoria, IL 61629-9210
Ralph S. Larsen	Chairman of the Board and Chief Executive Officer of Johnson & Johnson, One Johnson and Johnson Plaza New Brunswick, NJ 08933
John W. Madigan	Chief Executive Officer of Tribune Company, 435 North Michigan Avenue Chicago, IL 60611-4001
Nobuharo Ono	Executive Vice President and Senior Manager, Mobile Multimedia Division of NTT DoCoMo, Inc., Sanno Park Tower 2-11-1, Nagato-cho, Chiyoda-ku



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Officer

Roderick D. Nelson	Senior Vice President and Chief Technology Officer
Philip H. Osman	Executive Vice President, Mobile Multimedia Services
Jordan M. Roderick	President, AT&T Wireless Services International
Laurence C. Seifert	Executive Vice President, AT&T Fixed Wireless Services
Gregory L. Slemons	Senior Vice President, Wireless Network Services

\* The present principal occupation of all executive officers of AT&T Wireless is with AT&T Wireless. The business address of all executive officers is AT&T Wireless Services, Inc., 7277 164th Avenue NE, Building 1, Redmond, WA 98052.

(d)-(e) During the last five years, neither the Reporting Person, nor any of the persons listed above, has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which he or she was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws. Each person named in this Item 2 is a citizen of the United States of America, except Nobahuru Ono, who is a citizen of Japan.

(f) Delaware

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

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

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The responses to Items 7 through 13 on the cover page hereof provided for AT&T Wireless that relate to the beneficial ownership of the Class A Common Stock of Dobson Communications Corporation are incorporated herein by reference.

(c) Neither AT&T Wireless nor any of its directors or executive officers has effected any transactions in the Class A Common Stock of Dobson Communications Corporation during the past 60 days.

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 31, 2001

AT&T WIRELESS SERVICES, INC.

By:/s/ BENJAMIN F. STEPHENS

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Name: Benjamin F. Stephens  
Title: Assistant Secretary