

SECURITIES AND EXCHANGE COMMISSION

FORM 424B3

Prospectus filed pursuant to Rule 424(b)(3)

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FILER

SOUTHWESTERN BELL TELEPHONE CO

CIK: **92476** | IRS No.: **430529710** | State of Incorporation: **MO** | Fiscal Year End: **1231**
Type: **424B3** | Act: **33** | File No.: **033-49967** | Film No.: **96663329**
SIC: **4813** Telephone communications (no radiotelephone)

Business Address
*175 E HOUSTON
ROOM 9-4
SAN ANTONIO TX 78205
3142359800*

PRICING SUPPLEMENT NO. 41 DATED 11/13/96
(To Prospectus Dated August 18, 1993, as supplemented by the Prospectus
Supplement Dated August 18, 1993)

SOUTHWESTERN BELL TELEPHONE COMPANY
Medium-Term Notes, Series C
Due From 9 months or More From Date of Issue

Fixed Rate Note

Trade Date: 11/12/96 Interest Rate Per 6.56%
Annum:

Settlement 11/15/96 Stated Maturity 11/15/2005
Date: Date:

Issue Price (expressed as a percentage of the Principal Amount, before
Agent's discount, if any): 100%

Agent's commission or discount from Issue Price (expressed as a
percentage of the Principal Amount): 0.575%

Regular Interest Payment Dates: May 15 and November 15

Form of Note: Book Entry Depository: DTC

Principal amount offered to or through each Agent:

	Goldman, Sachs & Co., acting as:	agent	principal
\$3,000,000	Morgan Stanley & Co., acting as:	X agent	principal
	Merrill Lynch & Co., acting as:	agent	principal

If acting as principal, the Agents propose to resell the Notes at
varying prices related to prevailing market prices at the time of
resale, as determined by each Agent. Each Agent will be committed to
take and pay for its respective principal amount of the Notes if any
are taken by such Agent.

Redemption:

X The Notes are not redeemable prior to the Maturity Date.

The Notes are redeemable prior to the Maturity Date at the option of the Company on and after _____ at par.