

SECURITIES AND EXCHANGE COMMISSION

FORM 424B3

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

Filing Date: **1995-05-10**
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FILER

SOUTHWESTERN BELL CAPITAL CORP

CIK: **798263** | IRS No.: **431420172** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **424B3** | Act: **33** | File No.: **033-45490** | Film No.: **95536008**
SIC: **4813** Telephone communications (no radiotelephone)

Mailing Address
*175 E. HOUSTON
ROOM 9-P-60
SAN ANTONIO TX 78205*

Business Address
*175 E. HOUSTON
ROOM 9-P-60
SAN ANTONIO TX 78205
210-351-30*

SBC COMMUNICATIONS INC

CIK: **732717** | IRS No.: **431301883** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **424B3** | Act: **33** | File No.: **033-45490-01** | Film No.: **95536009**
SIC: **4813** Telephone communications (no radiotelephone)

Mailing Address
*175 E. HOUSTON ROOM 9-N-4
P.O. BOX 2933
SAN ANTONIO TX 78299-2933*

Business Address
*175 E. HOUSTON ROOM 9-N-4
P.O. BOX 2933
SAN ANTONIO TX 78299-2933
210-351-30*

Rule 424(b)(3)
File No. 33-45490
File No. 33-45490-01

PRICING SUPPLEMENT NO. 52D DATED May 9, 1995
(To Prospectus Dated August 12, 1992, as supplemented by the Prospectus
Supplement Dated August 19, 1992)

SOUTHWESTERN BELL CAPITAL CORPORATION
Medium-Term Notes, Series D
Due From 9 months to 30 Years From Date of Issue

Fixed Rate Note

Trade Date: 05/05/1995 Interest Rate Per 7.40%
Annum:

Settlement 05/12/1995 Stated Maturity 05/14/2007
Date: Date:

Issue Price (expressed as a percentage of the Principal Amount, before
Agent's discount): 100.00%

Agent's commission or discount from Issue Price (expressed as a
percentage of the Issue Price): 0.625%

Regular Interest Payment Dates: March 1 and September 1

Form of Note: Book Entry Depository: DTC

Principal amount offered to or through each Agent:

\$5,000,000	Salomon Brothers Inc, acting as:	agent	X	principal
	CS First Boston Corporation, acting as:	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.