

AT&T INC.
Form 4
February 02, 2015

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Donovan John

(Last) (First) (Middle)
208 S. AKARD
(Street)

DALLAS, TX 75202

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
AT&T INC. [T]

3. Date of Earliest Transaction
(Month/Day/Year)
01/29/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Sr Ex VP - AT&T Tech and Ops

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/29/2015		A ⁽¹⁾		33,463.2	A	2	41,659.0025	I	By Benefit Plan
Common Stock	01/29/2015		F ⁽³⁾		13,696.8738	D	\$ 32.96	27,962.1287	I	By Benefit Plan
Common Stock	01/29/2015		D ⁽⁴⁾		19,766.3262	D	\$ 32.96	8,195.8025	I	By Benefit Plan
Common Stock								3,170.3398	I	By 401(k)

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- (2) Performance shares convert into common stock on a one-for-one basis.
- (3) Mandatory tax withholding on distribution of performance shares.
- (4) Represents performance shares distributed in cash, after taxes.
- (5) Restricted stock units convert into common stock on a one-for-one basis.
- (6) Restricted stock units acquired pursuant to the 2011 Incentive Plan. Each unit will convert into one share of issuer's common stock. Units vest and distribute on 1/29/2019. Vesting (but not distribution) is accelerated on retirement eligibility.

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