STANKEY JOHN T

Form 4 March 14, 2012

#### FORM 4

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

**OMB APPROVAL** 

OMB Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

Issuer

January 31, 2005

0.5

Estimated average

response...

burden hours per

if no longer Section 16.

1. Name and Address of Reporting Person \*

Form 4 or Form 5 obligations may continue. See Instruction

Check this box

subject to

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

Symbol

1(b).

(Print or Type Responses)

STANKEY JOHN T

			AT&T INC. [T]						(Check	ll applicable)		
(Last) (First) (Middle) 208 S. AKARD STREET			3. Date of Earliest Transaction (Month/Day/Year) 03/12/2012						Director 10% Owner Sofficer (give title Other (specify below)			
DALLAS,	4. If Amendment, Date Original Filed(Month/Day/Year)					-	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City)	(State)	(Zip)	Tal	ole I - Non-	-De	erivative Se	ecuriti	es Acqu	ired, Disposed of,	or Beneficiall	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	e 2A. Deem Execution any (Month/Da	Date, if	3. Transactic Code (Instr. 8)	ono	. Securities r Disposed Instr. 3, 4 an	of (D)		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)	
Common Stock	03/12/2012			F(1)	4	50.5261	D	\$ 31.44	45,449.8295 (2)	I	By Benefit Plan	
Common Stock									203,809 (2)	D		
Common Stock									3,502.2415	I	By 401(k)	
Common Stock									210,329	I	By Family Trust	

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474

(9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5	5.	6. Date Exer	cisable and	7. Titl	le and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration Date		Amou	ınt of	Derivative	
Security	or Exercise		any	Code	O	of	(Month/Day/	Year)	Under	lying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8	3) I	Derivative	e		Secur	ities	(Instr. 5)
	Derivative				S	Securities			(Instr.	3 and 4)	
	Security				A	Acquired			Ì	Í	
	•					(A) or					
					,	Disposed					
						of (D)					
						Instr. 3,					
					,	1, and 5)					
						i, and 5)					
										Amount	
								Evaluation	Title N	or	
								Expiration		Number	
							Exercisable	Date		of	
				Code	V (	(A) (D)				Shares	

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

STANKEY JOHN T 208 S. AKARD STREET DALLAS, TX 75202

Group Pres. & Chief Strat Ofcr

## **Signatures**

/s/ Ann E. Meuleman, Secy., Attorney-in-fact

03/14/2012

\*\*Signature of Reporting Person

Date

# **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Mandatory tax withholding on distribution from benefit plan.
- (2) Reflects transfer of 835 shares owned indirectly in benefit plan to direct ownership due to distribution.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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