

AT&T INC.
Form DEF 14A
March 10, 2011
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934
(Amendment No. __)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

AT&T Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which the transaction applies:

(2) Aggregate number of securities to which the transaction applies:

(3) Per unit price or other underlying value of the transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of the transaction:

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(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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When: 9:00 a.m., local time, Friday, April 29, 2011

Where: Statehouse Convention Center
1 Statehouse Plaza
Little Rock, Arkansas 72201

Items of business: Election of 12 Directors
Ratification of Ernst & Young LLP as independent auditors
Advisory vote on executive compensation
Advisory vote on frequency of submission of vote on executive compensation
Approve 2011 Incentive Plan
Such other matters, including certain stockholder proposals, as may properly come before the meeting.

Who can vote: Holders of AT&T Inc. common stock of record at the close of business on March 1, 2011, are entitled to vote at the meeting and any adjournment of the meeting.

Voting by proxy: Please sign, date and return your proxy card or submit your proxy and/or voting instructions by telephone or through the Internet promptly so that a quorum may be represented at the meeting. Any person giving a proxy has the power to revoke it at any time, and stockholders who are present at the meeting may withdraw their proxies and vote in person.

By Order of the Board of Directors.

Ann Effinger Meuleman

Senior Vice President and Secretary

March 10, 2011

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Proxy Statement

Important notice regarding the availability of proxy materials for

the stockholder meeting to be held on April 29, 2011:

The proxy statement and annual report to security

holders are available at www.edocumentview.com/att.

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This Proxy Statement is furnished in connection with the solicitation of proxies by the Board of Directors of AT&T Inc. (AT&T, the Company, or we) for use at the 2011 Annual Meeting of Stockholders of AT&T. The meeting will be held at 9:00 a.m. local time on Friday, April 29, 2011, in the Wally Allen Ballroom at the Statehouse Convention Center, 1 Statehouse Plaza, Little Rock, Arkansas 72201.

The purposes of the meeting are set forth in the Notice of Annual Meeting of Stockholders (preceding the table of contents). This Proxy Statement and form of proxy are being sent beginning March 10, 2011, to certain stockholders who were record holders of AT&T's common stock, \$1.00 par value per share, at the close of business on March 1, 2011. These materials are also available at www.edocumentview.com/att. Each share entitles the registered holder to one vote. As of January 31, 2011, there were 5,911,433,420 shares of AT&T common stock outstanding.

If you plan to attend the meeting in person, please bring the admission ticket (which is attached to the proxy card or the Annual Meeting Notice and Admission Ticket) to the Annual Meeting. If you do not have an admission ticket, you will be admitted upon presentation of photo identification at the door.

AT&T's executive offices are located at Whitacre Tower, One AT&T Plaza, 208 S. Akard Street, Dallas, Texas 75202.

All shares represented by proxies will be voted by one or more of the persons designated on the form of proxy in accordance with the stockholders' directions. If the proxy card is signed and returned or the proxy is submitted by telephone or through the Internet without specific directions with respect to the matters to be acted upon, the shares will be voted in accordance with the recommendations of the Board of Directors. Any stockholder giving a proxy may revoke it at any time before the proxy is voted at the meeting by giving written notice of revocation to the Senior Vice President and Secretary of AT&T, by submitting a later-dated proxy or by attending the meeting and voting in person. The Chairman of the Board will announce the closing of the polls during the Annual Meeting. Proxies must be received before the closing of the polls in order to be counted.

Instead of submitting a signed proxy card, stockholders may submit their proxies by telephone or through the Internet. Telephone and Internet proxies must be used in conjunction with, and will be subject to, the information and terms contained on the form of proxy. Similar procedures may also be available to stockholders who hold their shares through a broker, nominee, fiduciary or other custodian.

If a stockholder participates in the plans listed below and/or maintains stockholder accounts under more than one name (including minor differences in registration, such as with or without a middle initial), the stockholder may receive more than one set of proxy materials. To ensure that all shares are voted, please submit proxies for all of the shares you own.

Where the stockholder is not the record holder, such as where the shares are held through a broker, nominee, fiduciary or other custodian, the stockholder must provide voting instructions to the record holder of the shares in accordance with the record holder's requirements in order to ensure the shares are properly voted.

A stockholder may designate a person or persons other than those persons designated on the form of proxy to act as the stockholder's proxy by striking out the name(s) appearing on the proxy card, inserting the name(s) of another person(s) and delivering the signed card to that person(s). The person(s) designated by the stockholder must present the signed proxy card at the meeting in order for the shares to be voted.

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The proxy card, or a proxy submitted by telephone or through the Internet, will also serve as voting instructions to the plan administrator or trustee for any shares held on behalf of a participant under any of the following employee benefit plans: the AT&T Savings Plan, the AT&T Savings and Security Plan, the AT&T Long Term Savings and Security Plan, the AT&T of Puerto Rico, Inc. Long Term Savings and Security Plan, the AT&T Puerto Rico Savings Plan, the AT&T Puerto Rico Retirement Savings Plan, the AT&T Retirement Savings Plan, and the BellSouth Savings and Security Plan. Subject to the trustee's fiduciary obligations, shares in each of the above employee benefit plans for which voting instructions are not received will not be voted. To allow sufficient time for voting by the trustees and/or administrators of the plans, your voting instructions must be received by April 26, 2011.

In addition, the proxy card or a proxy submitted by telephone or through the Internet will constitute voting instructions to the plan administrator under The DirectSERVICE Investment Program sponsored and administered by Computershare Trust Company, N.A. (AT&T's transfer agent) for shares held on behalf of plan participants.

No more than one annual report and Proxy Statement are being sent to multiple stockholders sharing an address unless AT&T has received contrary instructions from one or more of the stockholders at that address. Stockholders may request a separate copy of the most recent annual report and/or the Proxy Statement by writing the transfer agent at: Computershare Trust Company, N.A., P.O. Box 43078, Providence, RI 02940-3078, or by calling (800) 351-7221. Stockholders calling from outside the United States may call (781) 575-4729. Requests will be responded to promptly. Stockholders sharing an address who desire to receive multiple copies, or who wish to receive only a single copy, of the annual report and/or the Proxy Statement may write or call the transfer agent at the above address or phone numbers to request a change.

The cost of soliciting proxies will be borne by AT&T. Officers, agents and employees of AT&T and its subsidiaries and other solicitors retained by AT&T may, by letter, by telephone or in person, make additional requests for the return of proxies and may receive proxies on behalf of AT&T. Brokers, nominees, fiduciaries and other custodians will be requested to forward soliciting material to the beneficial owners of shares and will be reimbursed for their expenses. AT&T has retained D. F. King & Co., Inc. to aid in the solicitation of proxies at a fee of \$19,500, plus expenses.

Stockholders who together represent 40% of the common stock outstanding and are entitled to vote must be present or represented by proxy in order to constitute a quorum to conduct business at the meeting.

YOUR VOTE IS IMPORTANT

Please sign, date and return your proxy card or submit your proxy and/or voting instructions by telephone or through the Internet promptly so that a quorum may be represented at the meeting. Any person giving a proxy has the power to revoke it at any time, and stockholders who are present at the meeting may withdraw their proxies and vote in person.

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The Board of Directors is responsible for our management and direction and for establishing broad corporate policies. In addition, the Board of Directors and various committees of the Board regularly meet to receive and discuss operating and financial reports presented by the Chairman of the Board and Chief Executive Officer and other members of management as well as reports by experts and other advisors. Corporate review sessions are also offered to Directors to give them more detailed views of our businesses and matters that affect our businesses, corporate opportunities, technology, and operations.

Assessing and managing risk is the responsibility of the management of AT&T. The Board of Directors oversees and reviews certain aspects of the Company's risk management efforts. Annually, the Board reviews the Company's strategic business plans, which includes evaluating the objectives of and risks associated with these plans (e.g., competitive, technology, economic, etc.).

In addition, under its charter, the Audit Committee reviews and discusses with management the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures, including the Company's risk assessment and risk management policies. Members of the Finance and Compliance groups are responsible for managing risk in their areas and reporting regularly to the Audit Committee.

The Company's chief audit executive meets annually in executive session with the Audit Committee. The chief audit executive reviews with the Audit Committee each year's annual internal audit plan, which is focused on significant areas of financial, operating, and compliance risk. The Audit Committee also receives regular reports on completed internal audits of these significant risk areas.

The Finance/Pension Committee reviews policies designed by management regarding financial and market risk and actions taken by management to control the risk (e.g., the nature and extent of insurance coverage, interest rate and foreign currency exposure, counterparty risk, etc.).

Members of the Board are expected to attend Board meetings in person, unless the meeting is held by teleconference. The Board held eight meetings in 2010. All of the Directors attended at least 75% of the total number of meetings of the Board and Committees on which each served. Directors are also expected to attend the Annual Meeting of Stockholders. All of the Directors were present at the 2010 Annual Meeting.

At least four times a year, the non-management members of the Board of Directors meet in executive session, *i.e.*, without management Directors or management personnel present. The Lead Director, who is appointed for a two-year term, presides over these meetings. Jon C. Madonna currently serves as Lead Director; his term is scheduled to expire January 31, 2012.

Responsibilities of the Lead Director include:

- Leading the non-management Directors in executive session,
- Preparing the agenda for the executive sessions of the non-management Directors,
- Acting as the principal liaison between the non-management Directors and the Chairman and Chief Executive Officer,
- Coordinating the activities of the non-management Directors when acting as a group,
- Establishing together with the Chairman and Chief Executive Officer the agenda for each Board meeting, and
- Advising the Chairman and Chief Executive Officer as to the quality, quantity and timeliness of the flow of information from management, including the materials provided to Directors at Board meetings.

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In addition, the Lead Director may:

- Call meetings of the non-management Directors in addition to the quarterly meetings,
- Approve the addition of any item to the agenda for any Board meeting, and
- Require information relating to any matter be distributed to the Board.

Interested persons may contact the Lead Director or the non-management Directors by sending written comments through the Office of the Secretary of AT&T Inc. The Office will either forward the original materials as addressed or provide Directors with summaries of the submissions, with the originals available for review at the Directors' request.

Randall Stephenson currently serves as both Chairman of the Board and Chief Executive Officer. The Board believes that having Mr. Stephenson serve in both capacities is in the best interests of AT&T and its stockholders because it enhances communication between the Board and management and allows Mr. Stephenson to more effectively execute the Company's strategic initiatives and business plans and confront its challenges. The Board believes that the appointment of an independent Lead Director and the use of regular executive sessions of the non-management Directors, along with the Board's strong committee system and substantial majority of independent Directors, allow it to maintain effective oversight of management.

The Corporate Governance and Nominating Committee is responsible for identifying candidates who are eligible under the qualification standards set forth in our Corporate Governance Guidelines to serve as members of the Board. The Committee is authorized to retain search firms and other consultants to assist it in identifying candidates and fulfilling its other duties. The Committee is not limited to any specific process in identifying candidates and will consider candidates whom stockholders suggest. Candidates are recommended to the Board after consultation with the Chairman of the Board. In recommending Board candidates, the Committee considers a candidate's:

- general understanding of elements relevant to the success of a large publicly traded company in the current business environment,
- understanding of our business, and
- educational and professional background.

The Committee also gives consideration to a candidate's judgment, competence, anticipated participation in Board activities, experience, geographic location and special talents or personal attributes. Although the Committee does not have a formal diversity policy, it believes that diversity is an important factor in determining the composition of the Board. Stockholders who wish to suggest qualified candidates should write to the Senior Vice President and Secretary, AT&T Inc., 208 S. Akard Street, Suite 3241, Dallas, Texas 75202, stating in detail the qualifications of the persons proposed for consideration by the Committee.

Under our Bylaws, the Board of Directors has the authority to determine the size of the Board and to fill vacancies. Currently, the Board is comprised of 13 Directors, one of whom is an executive officer of AT&T. We have included biographical information about each continuing Director on pages 14-20. Holdings of AT&T common stock by AT&T Directors are shown on the table on page 12.

The Board of Directors has nominated the 12 persons listed in this Proxy Statement, beginning on page 14, for election as Directors. Each of the nominees is an incumbent Director of AT&T recommended for re-election by the Corporate Governance and Nominating Committee. Under AT&T's Corporate Governance Guidelines, a Director will not be nominated for re-election if the Director has reached age 72. Accordingly, Patricia P. Upton will not stand for re-election at the 2011 Annual Meeting and the Board has voted to reduce its size to 12 Directors effective immediately before the meeting. There are no vacancies on the Board.

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From time to time the Board establishes permanent standing committees and temporary special committees to assist the Board in carrying out its responsibilities. The Board has established seven standing committees of Directors, the principal responsibilities of which are described below. The charters for each of these committees may be found on our web site at www.att.com.

Committee	Members	Functions and Additional Information	Meetings in 2010
Audit	Jon C. Madonna, Chair Jaime Chico Pardo James P. Kelly Laura D. Andrea Tyson	Consists of four independent Directors. Oversees the integrity of our financial statements, the independent auditor's qualifications and independence, the performance of internal audit function and the independent auditors, and our compliance with legal and regulatory matters, including environmental matters. Responsible for the appointment, compensation, retention and oversight of the work of the independent auditor. The independent auditor audits the financial statements of AT&T and its subsidiaries.	13
Corporate	James H. Blanchard, Chair	Consists of four independent Directors. Reviews mergers, acquisitions, dispositions and similar transactions.	3
Development	Jaime Chico Pardo Jon C. Madonna Laura D. Andrea Tyson		
Corporate Governance and Nominating	Lynn M. Martin, Chair James P. Kelly John B. McCoy Joyce M. Roché	Consists of four independent Directors. Responsible for recommending candidates to be nominated by the Board for election by the stockholders, or to be appointed by the Board of Directors to fill vacancies, consistent with the criteria approved by the Board, and recommending committee assignments and the appointment of the Lead Director. Periodically assesses AT&T's Corporate Governance Guidelines and makes recommendations to the Board for amendments and also recommends to the Board the compensation of Directors. Takes a leadership role in shaping corporate governance and oversees an annual evaluation of the Board.	5
Executive	Randall L. Stephenson, Chair Gilbert F. Amelio Reuben V. Anderson James H. Blanchard Jon C. Madonna Lynn M. Martin John B. McCoy	Consists of the Chairman of the Board and the chairpersons of our six other standing committees. Established to assist the Board by acting upon matters when the Board is not in session. Has full power and authority of the Board to the extent permitted by law, including the power and authority to declare a dividend or to authorize the issuance of common stock.	0
Finance/ Pension	John B. McCoy, Chair Reuben V. Anderson Lynn M. Martin Laura D. Andrea Tyson	Consists of four independent Directors. Assists the Board in its oversight of our finances, including recommending the payment of dividends and reviewing the management of our debt and investment of our cash reserves.	5
Human	Gilbert F. Amelio, Chair		7

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Resources	<p>James H. Blanchard</p> <p>John B. McCoy</p> <p>Matthew K. Rose</p> <p>Patricia P. Upton*</p>	<p>Consists of five independent Directors. Oversees the compensation practices of AT&T, including the design and administration of employee benefit plans.</p> <p>Responsible for establishing the compensation of the Chief Executive Officer and the other executive officers, establishing stock ownership guidelines for officers and developing a management succession plan.</p>	
Public Policy	<p>Reuben V. Anderson, Chair</p> <p>Gilbert F. Amelio</p> <p>Joyce M. Roché</p> <p>Patricia P. Upton*</p>	<p>Consists of four independent Directors. Assists the Board in its oversight of policies related to corporate social responsibility, as well as political and charitable contributions.</p>	3

* Retiring effective April 29, 2011

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Independence of Directors

The New York Stock Exchange (NYSE) prescribes independence standards for companies listed on the NYSE, including us. These standards require a majority of the Board to be independent. They also require every member of the Audit Committee, Human Resources Committee, and Corporate Governance and Nominating Committee to be independent. A Director is considered independent only if the Board of Directors affirmatively determines that the Director has no material relationship with the listed company (either directly or as a partner, stockholder or officer of an organization that has a relationship with the Company). In addition, the Board of Directors has adopted certain additional standards for determining the independence of its members. In accordance with the NYSE standards, a Director is not independent if:

The Director is, or has been within the last three years, an employee of AT&T, or an immediate family member is, or has been within the last three years, an executive officer of AT&T;

The Director has received, or has an immediate family member who has received, during any 12-month period within the last three years, more than \$120,000 in direct compensation from AT&T, other than Director and committee fees and pension or other forms of deferred compensation for prior service (provided the compensation is not contingent in any way on continued service);

(a) The Director is a current partner or employee of a firm that is our internal or external auditor; (b) the Director has an immediate family member who is a current partner of such a firm; (c) the Director has an immediate family member who is a current employee of such a firm and personally works on our audit; or (d) the Director or an immediate family member was within the last three years a partner or an employee of such a firm and personally worked on our audit within that time period;

The Director or an immediate family member is, or has been within the last three years, employed as an executive officer of another company where any of our present executive officers at the same time serves or served on that company's compensation committee; or

The Director is a current employee, or an immediate family member is a current executive officer, of a company that has made payments to, or received payments from, us for property or services in an amount which, in any of the last three fiscal years, is more than the greater of \$1 million, or 2% of such other company's consolidated gross revenues.

Additional standards for determining independence of Directors have been established by our Board and are set forth in our Corporate Governance Guidelines, which can be found on our web site at www.att.com. These additional standards are:

A Director who owns, together with any ownership interests held by members of the Director's immediate family, 10% of another company that makes payments to or receives payments from us (together with our consolidated subsidiaries) for property or services in an amount which, in any single fiscal year, is more than the greater of \$1 million or 2% of such other company's consolidated gross revenues, is not independent until three years after falling below such threshold.

A Director who is, or whose immediate family member is, a director, trustee or officer of a charitable organization, or holds a similar position with such an organization, and we (together with our consolidated subsidiaries) make contributions to the charitable organization in an amount which exceeds, in any single fiscal year, the greater of \$1 million per year or at least 5% of such organization's consolidated gross revenues, is not independent until three years after falling below such threshold.

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The Board of Directors, using these standards for determining the independence of its members, has determined that the following Directors are independent: Gilbert F. Amelio, Reuben V. Anderson, James H. Blanchard, Jaime Chico Pardo, James P. Kelly, Jon C. Madonna, Lynn M. Martin, John B. McCoy, Joyce M. Roché, Matthew K. Rose, Laura D. Andrea Tyson and Patricia P. Upton. Each member of the Audit Committee, the Corporate Governance and Nominating Committee, and the Human Resources Committee is independent.

Compensation of Directors

The compensation of Directors is determined by the Board with the advice of the Corporate Governance and Nominating Committee. The Corporate Governance and Nominating Committee is composed entirely of independent Directors. None of our employees serve on this Committee. The Committee's current members are Lynn M. Martin (Chairperson), James P. Kelly, John B. McCoy, and Joyce M. Roché. Under its charter (available on our web site at www.att.com), the Committee periodically, and at least every two years, reviews the compensation and benefits provided to Directors for their service and makes recommendations to the Board for changes. This includes not only Director retainers and fees, but also Director compensation and benefit plans.

The Committee's charter authorizes the Committee to employ independent compensation and other consultants to assist in fulfilling its duties. The Committee may also form and delegate authority to subcommittees. From time to time, the Committee engages Total Rewards Strategies, LLC, an employee benefits and compensation consulting firm (which also acts as a consultant to the Human Resources Committee on executive compensation matters), to provide the Committee with information regarding director compensation paid by companies principally in the *Fortune 50*, *Fortune 100* and a special comparator group used by the Human Resources Committee. In reviewing Director compensation, the Committee may request Total Rewards Strategies to provide a study of director compensation disclosed in proxy statements of companies in the comparison groups. After reviewing the study, the Committee may make recommendations to the Board for modifying the compensation of Directors. In addition, from time to time, the Chief Executive Officer may make recommendations to the Committee or the Board about types and amounts of appropriate compensation and benefits for Directors.

Directors who are employed by us or one of our subsidiaries receive no separate compensation for serving as Directors or as members of Board committees. Non-employee Directors receive an annual retainer of \$85,000, together with \$2,000 for each Board meeting or corporate strategy session attended. Committee members receive \$1,700 for each committee meeting attended, except that members of the Audit and Human Resources Committees receive \$2,000 for each meeting attended in person. The Chairperson of each committee receives an additional annual retainer of \$10,000, except for the Chairpersons of the Audit and Human Resources Committees, each of whom receives an additional annual retainer of \$25,000. The Lead Director receives an additional annual retainer of \$30,000. Retainers may be taken in cash or invested in AT&T stock.

Under the AT&T Non-Employee Director Stock and Deferral Plan (the Director Deferral Plan), Directors may choose to defer the receipt of their fees and all or part of their retainers into either deferred stock units or into a cash deferral account. Each deferred stock unit is equivalent to a share of common stock and earns dividend equivalents in the form of additional deferred stock units. Directors purchase the deferred stock units at the fair market value of AT&T common stock. Deferred stock units are paid in cash in a lump sum or in up to 15 annual installments, at the Director's election, after the Director ceases service with the Board. In addition, under the Director Deferral Plan each non-employee Director annually receives \$150,000 in the form of deferred stock units. The annual grants are fully earned and vested at issuance.

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Deferrals into the cash deferral account under the Director Deferral Plan earn interest during the calendar year at a rate equal to the Moody's Long-Term Corporate Bond Yield Average for September of the preceding year (Moody's Rate). This interest rate roughly approximates the market interest rate prescribed by the Securities and Exchange Commission (SEC) for disclosure purposes. Amounts earned above the SEC interest rate, if any, are included in the Director Compensation table on page 9 under the heading Change in Pension Value and Nonqualified Deferred Compensation Earnings. Directors may annually choose to convert their cash deferral accounts into deferred stock units at the fair market value of our stock at the time of the conversion.

AT&T does not offer non-employee Directors a retirement plan or pension. However, Directors who joined the Board before 1997 have vested rights in a former pension plan that we no longer offer. *Only benefits that have already vested are payable under the plan.* Each Director who is vested in the former pension plan, upon retirement, will receive an annual pension equal to 10% of the annual retainer in effect at the time of his or her retirement multiplied by the number of years of service not to exceed ten years. The payments will continue for the life of the Director. If the Director dies before receiving ten years of payments, the Director's beneficiaries will receive the payments for the remainder of the ten-year period.

Upon our acquisition of Pacific Telesis Group (PTG) on April 1, 1997, certain of the former PTG Directors joined our Board. As part of their service with PTG, these Directors previously received PTG Deferred Stock Units, which were issued in exchange for a waiver by the Directors of certain retirement benefits. The PTG Deferred Stock Units are fully vested, earn dividend equivalents and are paid out in the form of cash after the retirement of the Director. After the acquisition of PTG, the Deferred Stock Units were modified so that their value was based on AT&T stock instead of PTG stock. Service as a Director of AT&T is deemed service with PTG for these benefits. In addition, these Directors were allowed to continue their prior deferrals of PTG retainers and fees made before they joined the AT&T Board at the PTG rates. Under the PTG plans, deferrals earn a rate of interest equal to Moody's Rate plus 4% for deferrals from 1985 through 1992, Moody's Rate plus 2% for deferrals from 1993 through 1995, and the ten-year Treasury Note average for the month of September for the prior year plus 2% for deferrals after 1995.

Similarly, upon our acquisition of BellSouth Corporation on December 29, 2006, certain of the former BellSouth Directors joined our Board. These Directors had previously made cash- and stock-based deferrals under the BellSouth Corporation Directors' Compensation Deferral Plan, which was no longer offered after 2006. These deferrals pay out in accordance with the choices of the Directors. Cash deferrals earn a rate of interest equal to Moody's Monthly Average of Yields of Aa Corporate Bonds for the previous July, while earnings on deferrals in the form of stock units are reinvested in additional deferred stock units at the fair market value of the underlying stock.

In addition, under the BellSouth Nonqualified Deferred Compensation Plan offered to BellSouth Directors prior to its acquisition, Directors were permitted to make up to five annual deferrals of up to 100% of their compensation. For deferrals made for the 1995 and 1996 plan years, the plan returned the original deferred amount in the 7th year after the deferral year. Interim distributions were not made with respect to subsequent deferral periods. For deferrals made for the 1995 through 1999 plan years, Directors received fixed interest rates of 16%, 12.7%, 12.8%, 12.4% and 11.8%, respectively. Distributions are made at times elected by the Directors. BellSouth discontinued offering new deferrals beginning in 2000.

Table of Contents**Director Compensation**

Director	Fees Earned or	Stock Awards	Change in Pension Value and Nonqualified	All Other	Total
	Paid in Cash (1)	(2) (3)	Deferred Compensation Earnings (4)	Compensation (5)	
	(\$)	(\$)	(\$)	(\$)	(\$)
William F. Aldinger III (6)	48,533	0	0	256,281	304,814
Gilbert F. Amelio	141,167	127,500	765	4,884	274,316
Reuben V. Anderson	130,367	127,500	56,382	2,806	317,055
James H. Blanchard	133,000	127,500	50,333	6,260	317,093
August A. Busch III (6)	39,100	0	0	290,749	329,849
Jaime Chico Pardo	129,400	127,500	0	15,102	272,002
James P. Kelly	135,100	127,500	35	3,755	266,390
Jon C. Madonna	170,033	127,500	0	7,168	304,701
Lynn M. Martin	130,850	127,500	0	14,757	273,107
John B. McCoy	131,000	127,500	0	7,073	265,573
Mary S. Metz (6)	39,433	0	2,242	267,974	309,649
Joyce M. Roché	116,600	127,500	0	24,078	268,178
Matthew K. Rose (6)	30,333	0	0	26	30,359
Laura D. Andrea Tyson	128,800	127,500	1,768	6,177	264,245
Patricia P. Upton	121,200	127,500	24,148	4,314	277,162

1. The following table shows the number of deferred stock units purchased in 2010 by each Director with deferrals of their retainers and fees. Each year, Directors may elect to make monthly purchases during the following calendar year of deferred stock units at the fair market value of our stock at the time of the purchase.

Deferred Stock Units			
Director	Purchased in 2010	Director	Deferred Stock Units Purchased in 2010
Reuben V. Anderson	3,466	John B. McCoy	4,958
August A. Busch III	1,529	Joyce M. Roché	1,609
James P. Kelly	1,907		

2. This represents an annual grant of deferred stock units that are immediately vested, valued using the grant date value in accordance with FASB ASC Topic 718, and deferred. The deferred stock units will be paid out in cash after the Director ceases his or her service with the Board at the times elected by the Director.
3. Mr. Madonna holds 2,496 options that were originally granted by AT&T Corp. while he served on the Board of Directors of AT&T Corp. before its 2005 acquisition by AT&T Inc. (then known as SBC Communications Inc.). Similarly, Mr. Anderson, Mr. Blanchard, and Mr. Kelly hold 37,970 options, 43,464 options, and 35,799 options, respectively, that were originally granted by BellSouth Corporation while they served on the BellSouth Board before its 2006 acquisition by AT&T Inc.
4. The amount shown for Ms. Upton represents the total change in the actuarial present value of her pension during 2010. (The pension plan was discontinued for new Directors joining the Board in 1997 and later.) Amounts shown for all other Directors represent the difference between market interest rates determined pursuant to SEC rules and actual rates used to determine earnings on deferred compensation.
5. Under the AT&T Higher Education/Cultural Matching Gift Program, which covers AT&T employees as well as Directors, the AT&T Foundation matches charitable contributions ranging from \$25 to \$15,000 per year by active Directors. In 2010, a total of \$63,235 was paid on behalf of active Directors under this program. The amounts reported in this column include the following matching contributions paid on behalf of the following Directors under this program: Mr. Chico \$15,000, Dr. Metz \$10,750, and Ms. Roché \$17,985 (\$5,872 of which relates to contributions made in 2009). In addition, in 2010, AT&T created a special, one-time matching gift program covering contributions by AT&T employees and Directors of \$25 or more to organizations supporting those affected by the Fort Hood shootings. In 2010, a total of \$27,200 was paid on behalf of active Directors under this program. The amounts reported in this column include a matching contribution of

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\$25,000 paid on behalf of Mr. Busch under this program. Also reported in this column are charitable contributions of \$250,000 that AT&T made in 2010 on behalf of each of Mr. Aldinger, Mr. Busch, and Dr. Metz in connection with their retirement from the Board.

6. Mr. Aldinger, Mr. Busch, and Dr. Metz retired from the Board in April 2010; Mr. Rose joined the Board in September 2010.

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Under the rules of the SEC, public issuers, such as AT&T, must disclose certain Related Person Transactions. These are transactions in which the Company is a participant where the amount involved exceeds \$120,000, and a Director, executive officer or holder of more than 5% of our common stock has a direct or indirect material interest.

AT&T has adopted a written policy requiring that each Director or executive officer involved in such a transaction notify the Corporate Governance and Nominating Committee and that each such transaction be approved or ratified by the Committee.

In determining whether to approve a Related Person Transaction, the Committee will consider the following factors, among others, to the extent relevant to the Related Person Transaction:

whether the terms of the Related Person Transaction are fair to the Company and on the same basis as would apply if the transaction did not involve a related person,

whether there are business reasons for the Company to enter into the Related Person Transaction,

whether the Related Person Transaction would impair the independence of an outside director, and

whether the Related Person Transaction would present an improper conflict of interest for any of our Directors or executive officers, taking into account the size of the transaction, the overall financial position of the Director, executive officer or other related person, the direct or indirect nature of the Director's, executive officer's or other related person's interest in the transaction and the ongoing nature of any proposed relationship, and any other factors the Committee deems relevant.

A Related Person Transaction entered into without the Committee's pre-approval will not violate this policy, or be invalid or unenforceable, so long as the transaction is brought to the Committee as promptly as reasonably practical after it is entered into or after it becomes reasonably apparent that the transaction is covered by this policy.

During 2010, a brother of Ronald E. Spears, who was an executive officer in 2010, was employed by a subsidiary with an approximate rate of pay, including commissions, of \$210,000. This rate of pay is similar to those paid for comparable positions at the Company. The employment of this person was approved by the Corporate Governance and Nominating Committee under the Company's Related Party Transactions Policy.

During 2010, John T. Stankey, President and Chief Executive Officer, AT&T Business Solutions, relocated from San Antonio, Texas to Dallas, Texas and was eligible to receive assistance under the AT&T's relocation plan offered by the Company's relocation agent to eligible managers. Under the plan, if an employee finds a buyer for his or her home, the relocation agent will complete the sale for the employee by taking possession of the home for later transfer to the buyer and paying the employee the purchase price. The agent will also pay the employee a bonus of 2% of the sales price, not to exceed \$15,000 (since the agent avoids the expense of remarketing the home). Because Mr. Stankey found a buyer for his home, he received the sales price of \$1.9 million and the full \$15,000 bonus. The agent is also responsible for commissions and closing costs on the sale of the home. Under the relocation plan, if the employee voluntarily terminates employment prior to one year after the relocation, the employee is required to repay the relocation costs to the Company. This transaction was approved by the Corporate Governance and Nominating Committee under the Company's Related Party Transactions Policy. See note 4 to the Summary Compensation Table for moving expenses and other relocation benefits provided to Mr. Stankey in connection with his relocation.

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As disclosed in AT&T's 2010 proxy statement, since mid-2009 the Company has been distributing copies of the book *Obstacles Welcome: How to Turn Adversity into Advantage in Business and in Life*, by Ralph de la Vega (President and Chief Executive Officer, AT&T Mobility and Consumer Markets) to participants in the AT&T/Junior Achievement Worldwide Job Shadow Initiative, which is part of the AT&T Aspire initiative. AT&T Aspire initiative is an education initiative offered by the AT&T Foundation to provide grants focused on high school retention programs and better preparing students for college and the workforce. The AT&T Foundation has committed a total of \$100 million in grants to schools and non-profit organizations under the Aspire initiative through 2011. For purposes of this initiative, the publisher prints an Aspire edition of the book at a reduced rate. *Mr. de la Vega has declined all profits from the Aspire edition.* AT&T expects to spend approximately \$225,000 through mid-2011 in purchasing copies of the Aspire edition. While Mr. de la Vega receives no direct benefit from these purchases and thus the transactions do not constitute Related Person Transactions, these purchases were reviewed and approved by the Corporate Governance and Nominating Committee under the Company's Related Party Transactions Policy because of the importance of the initiative.

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The following table lists the beneficial ownership of each person holding more than 5% of AT&T's outstanding common stock as of December 31, 2010 (as reported in filings made with the Securities and Exchange Commission on Schedule 13G by the stockholder listed below).

Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent of Class
BlackRock Inc., 55 East 52 nd St., New York, NY 10055	318,386,677	5.39%

Directors and Officers

The following table lists the beneficial ownership of AT&T common stock and non-voting stock units as of December 31, 2010, held by each Director, nominee and officer named in the Summary Compensation Table on page 51. As of that date, each Director and officer listed below, and all Directors and executive officers as a group, owned less than 1% of our outstanding common stock. Except as noted below, the persons listed in the table have sole voting and investment power with respect to the securities indicated.

Name of Beneficial Owner	Total AT&T Beneficial Ownership (including options) (1)		Name of Beneficial Owner	Total AT&T Beneficial Ownership (including options) (1)	
	Non-Voting Stock Units (2)	Non-Voting Stock Units (2)		Non-Voting Stock Units (2)	Non-Voting Stock Units (2)
Gilbert F. Amelio	5,403	95,624	Patricia P. Upton	15,387	55,895
Reuben V. Anderson	58,910	29,826	Randall L. Stephenson	1,792,625	350,538
James H. Blanchard	111,385	20,491	Richard G. Lindner	522,138	95,686
Jaime Chico Pardo	50,000	10,514	Rafael de la Vega	739,290	26,193
James P. Kelly	41,766	25,546	John T. Stankey	522,382	41,534
Jon C. Madonna	17,069	23,042	D. Wayne Watts	334,629	25,155
Lynn M. Martin	4,139	56,310	All executive officers and Directors as a group (consisting of 22 persons, including those named above)	6,718,189	1,252,825
John B. McCoy	31,584	108,665			
Joyce M. Roché	2,041	86,348			
Matthew K. Rose	43,000	0			
Laura D. Andrea Tyson	11,648	60,809			

- The table above includes presently exercisable stock options and stock options that became exercisable within 60 days of the date of this table. The following Directors and executive officers hold the following numbers of options: Mr. Anderson 37,970, Mr. Blanchard 43,464, Mr. Kelly 35,799, Mr. Madonna 2,496, Mr. Stephenson 1,292,248, Mr. Lindner 235,310, Mr. de la Vega 390,786, Mr. Stankey 166,408, Mr. Watts 274,910, and all executive officers and Directors as a group 3,937,933. In addition, of the shares shown in the table above, the following persons share voting and investment power with other persons with respect to the following numbers of shares: Dr. Amelio 5,383, Mr. Blanchard 390, Mr. Madonna 14,573, Mr. Rose 43,000, Dr. Tyson 11,648, Ms. Upton 5,025, Mr. Stephenson 498,429, Mr. Lindner 164,084, Mr. Stankey 100,566, and Mr. Watts 54,461.
- Represents number of vested stock units held by the Director or executive officer, where each stock unit is equal in value to one share of AT&T stock. The stock units are paid in stock or cash depending upon the plan and the election of the Director at times specified by the relevant plan. None of the stock units listed may be converted into common stock within 60 days of the date of this table. As noted under

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Compensation of Directors, AT&T's plans permit non-employee Directors to acquire stock units (also referred to as deferred stock units) by deferring the receipt of fees and retainers into stock units and through a yearly grant of stock units. Officers may acquire stock units by participating in stock-based compensation deferral plans. Certain of the Directors also hold stock units issued by companies prior to their acquisition by AT&T that have been converted into AT&T stock units. Stock units carry no voting rights.

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Each share of AT&T common stock represented at the Annual Meeting is entitled to one vote on each matter properly brought before the meeting. All matters, except as provided below, are determined by a majority of the votes cast, unless a greater number is required by law or the Certificate of Incorporation for the action proposed. A majority of votes cast means the number of shares voted for a matter exceeds the number of votes cast against such matter.

In the election of Directors, each Director is elected by the vote of the majority of the votes cast with respect to that Director's election. Under our Bylaws, if a nominee for Director is not elected and the nominee is an existing Director standing for re-election (or incumbent Director), the Director must promptly tender his or her resignation to the Board, subject to the Board's acceptance. The Corporate Governance and Nominating Committee will make a recommendation to the Board as to whether to accept or reject the tendered resignation, or whether other action should be taken. The Board will act on the tendered resignation, taking into account the Corporate Governance and Nominating Committee's recommendation, and publicly disclose (by a press release, a filing with the SEC or other broadly disseminated means of communication) its decision regarding the tendered resignation and the rationale behind the decision within 90 days from the date of the certification of the election results. The Corporate Governance and Nominating Committee in making its recommendation and the Board of Directors in making its decision may each consider any factors or other information that they consider appropriate and relevant. Any Director who tenders his or her resignation as described above will not participate in the recommendation of the Corporate Governance and Nominating Committee or the decision of the Board of Directors with respect to his or her resignation.

If the number of persons nominated for election as Directors as of ten days before the record date for determining stockholders entitled to notice of or to vote at such meeting shall exceed the number of Directors to be elected, then the Directors shall be elected by a plurality of the votes cast. Because no persons other than the incumbent Directors have been nominated for election at the 2011 Annual Meeting, each nominee must receive a majority of the votes cast for that nominee to be elected to the Board.

The advisory votes on executive compensation and the frequency of submitting the compensation vote are non-binding. In each case, the Board will consider the choice receiving the greatest number of votes as the preference of the stockholders.

All other matters at the 2011 Annual Meeting will be determined by a majority of the votes cast. Shares represented by proxies marked abstain with respect to the proposals described on the proxy card and by proxies marked to deny discretionary authority on other matters will not be counted in determining the vote obtained on such matters. If the proxy is submitted and no voting instructions are given, the person or persons designated on the card will vote the shares for the election of the Board of Directors' nominees and in accordance with the recommendations of the Board of Directors on the other subjects listed on the proxy card and at their discretion on any other matter that may properly come before the meeting.

Under the rules of the NYSE, on certain routine matters, brokers may, at their discretion, vote shares they hold in street name on behalf of beneficial owners who have not returned voting instructions to the brokers. Routine matters include the ratification of the appointment of the independent auditors. In instances where brokers are prohibited from exercising discretionary authority (so-called broker non-votes), the shares they hold are not included in the vote totals and therefore have no effect on the vote. At the 2011 Annual Meeting, brokers will be prohibited from exercising discretionary authority with respect to each of the matters submitted, other than the ratification of the auditors.

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Election of Directors (Item No. 1)

The following persons, each of whom is currently a Director of AT&T, have been nominated by the Board of Directors on the recommendation of the Corporate Governance and Nominating Committee for election to one-year terms of office that would expire at the 2012 Annual Meeting. In making these nominations, the Board reviewed the background of the nominees (each nominee's biography is set out below) and determined to nominate each of the current Directors for re-election, other than the retiring Director.

The Board believes that each nominee has valuable individual skills and experiences that, taken together, provide us with the variety and depth of knowledge, judgment and vision necessary to provide effective oversight of a large and varied enterprise like AT&T. As indicated in the following biographies, the nominees have significant leadership skills and extensive experience in a variety of fields, including telecommunications, technology, public accounting, education, economics, financial services, law, consumer marketing, transportation and logistics, labor, academic research, consulting and nonprofit organizations, each of which the Board believes provides valuable knowledge about important elements of AT&T's business. A number of the nominees also have extensive experience in international business and affairs, which the Board believes affords it an important global perspective in its deliberations.

All the nominees have significant experience in the oversight of large public companies due to their service as directors of AT&T and other companies. In addition, many of our Directors served on the boards of Ameritech Corporation, AT&T Corp., BellSouth Corporation, Pacific Telesis Group, and Southern New England Telecommunications Corporation, all large, publicly traded telecommunications companies that we acquired. These Directors provide historical perspective on the acquired companies, facilitate integration and continuity, and provide direction for the combined businesses. The Board believes that these skills and experiences qualify each nominee to serve as a Director of AT&T.

The Board recommends you vote FOR each of the following candidates:

RANDALL L. STEPHENSON, age 50, is Chairman of the Board, Chief Executive Officer and President of AT&T Inc. and has served in this capacity since June 2007. Mr. Stephenson has held a variety of high-level finance, operational, and marketing positions with AT&T, including serving as Chief Operating Officer from 2004 until his appointment as Chief Executive Officer in 2007 and as Chief Financial Officer from 2001 to 2004. He began his career with the Company in 1982. Mr. Stephenson received his B.S. in accounting from Central State University (now known as the University of Central Oklahoma) and earned his Master of Accountancy degree from the University of Oklahoma. He is the Chairperson of the Executive Committee. He has been a Director of AT&T since 2005. Mr. Stephenson is a Director of Emerson Electric Co. Mr. Stephenson's qualifications to serve on the Board include his 28 years of experience in the telecommunications industry, his intimate knowledge of our company and its history, his expertise in finance and operations management, and his years of executive leadership experience across various divisions of our organization, including serving as Chief Executive Officer, Chief Operating Officer, Chief Financial Officer, Senior Vice President of Finance, and Senior Vice President of Consumer Marketing.

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GILBERT F. AMELIO, age 68, who began his career at AT&T Bell Laboratories, is Senior Partner of Sienna Ventures (a privately-held venture capital firm in Sausalito, California) and has acted in this capacity since 2001. Dr. Amelio was Chairman and Chief Executive Officer of Jazz Technologies, Inc. (an analog-intensive mixed-signal semiconductor foundry solutions company) from 2005 until 2008 (at which time he was named Chairman Emeritus). Dr. Amelio was Chairman and Chief Executive Officer of Beneventure Capital, LLC (a venture capital firm) from 1999 to 2005 and was Principal of Aircraft Ventures, LLC (a consulting firm) from 1997 to 2004. Prior to that, he served as Chief Executive Officer of Apple Computer Inc. from 1996 to 1997 and National Semiconductor Corporation from 1991 to 1996. Dr. Amelio is responsible for a number of patents. He previously served as a Director of Jazz Technologies, Inc. (2005-2008). In 2008, Acquicor Management LLC (a former shareholder of Jazz Technologies, Inc.), where Dr. Amelio has served as the sole managing member since 2005, declared bankruptcy. In 2003, AmTech, LLC (a technology investments and consulting services firm), where Dr. Amelio served as Chairman and Chief Executive Officer from 1999 to 2004, declared bankruptcy. Dr. Amelio graduated from Georgia Institute of Technology where he earned his B.S., M.S. and Ph.D. degrees in physics. He was elected a Director of AT&T in 2001 and had previously served as an Advisory Director of AT&T from 1997 to 2001. He served as a Director of Pacific Telesis Group from 1995 until the company was acquired by AT&T (then known as SBC Communications Inc.) in 1997. He is the Chairperson of the Human Resources Committee and a member of the Executive Committee and the Public Policy Committee. He is a Director of InterDigital, Inc. and Pro-Pharmaceuticals, Inc. Dr. Amelio's qualifications to serve on the Board include his executive leadership experience in the oversight of other large publicly traded companies, his prior service as a director of a telecommunications company that we acquired, his technical background and expertise, and his experience and expertise in venture capital. These attributes are valuable particularly for a technology and innovation driven company like AT&T.

REUBEN V. ANDERSON, age 68, is a senior partner in the law firm of Phelps Dunbar, LLP in Jackson, Mississippi, where he has served as a partner since 1991. He practices in the areas of commercial and tort litigation and regulatory and governance matters. Prior to that, Mr. Anderson served as a judge in Mississippi for 15 years, including serving as a Mississippi Supreme Court Justice from 1985 to 1990. Mr. Anderson received his B.A. from Tougaloo College and his J.D. from University of Mississippi School of Law. Mr. Anderson was elected a Director of AT&T in 2006. He served as a Director of BellSouth Corporation from 1994 until the company was acquired by AT&T in 2006. He is the Chairperson of the Public Policy Committee and a member of the Executive Committee and the Finance/Pension Committee. Mr. Anderson is a Director of The Kroger Co. He previously served as a Director of Burlington Resources, Inc. (2001-2006) and Trustmark Corporation (1978-2009). Mr. Anderson's extensive knowledge and judgment in litigation matters and his legal expertise in regulatory and governance matters are important qualifications given the regulatory and legal issues faced by AT&T and our industry. His qualifications to serve on the Board also include his years of service as a judge, including on the Mississippi Supreme Court, and his extensive service on the boards of other public companies. His qualifications also include his 12 years of service on the board of a telecommunications company that we acquired.

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JAMES H. BLANCHARD, age 69, was Chairman of the Board of Synovus Financial Corp. (a diversified financial services holding company in Columbus, Georgia) and served in this capacity from 2005 to 2006, and prior to that served as its Chief Executive Officer from 1971 to 2005. Mr. Blanchard has over 35 years of finance and banking experience and in 2005 received recognition by US Banker Magazine as one of the 25 Most Influential People in Financial Services. Mr. Blanchard received his B.B.A. in business administration and his law degree from the University of Georgia. Mr. Blanchard was elected a Director of AT&T in 2006. He served as a Director of BellSouth Corporation from 1994 until the company was acquired by AT&T in 2006. He previously served as a Director of BellSouth Telecommunications Inc. from 1988 to 1994. He is the Chairperson of the Corporate Development Committee and a member of the Executive Committee and the Human Resources Committee. Mr. Blanchard is a Director of Synovus Financial Corp. and Total System Services, Inc. Mr. Blanchard's qualifications to serve on the Board include his long-standing service in executive leadership positions and his decades of experience in the financial services industry, all of which enable him to provide valuable insight to a large, publicly traded company like AT&T. His qualifications also include his 18 years of service as a director of telecommunications companies that we acquired.

JAIME CHICO PARDO, age 61, is President and Chief Executive Officer of ENESA (a private fund investing in the energy and health care sectors in Mexico) and has served in this capacity since March 2010. He was Co-Chairman of the Board of Teléfonos de México, S.A.B. de C.V. (Telmex) (a telecommunications company based in Mexico City) from April 2009 to April 2010, and previously served as its Chairman from 2006 until 2009 and its Vice Chairman and Chief Executive Officer from 1995 until 2006. He was Co-Chairman of IDEAL (Impulsora del Desarrollo y el Empleo en América Latina, S.A. de C.V., a publicly listed company in Mexico in the business of investing and managing infrastructure assets in Latin America) from 2006 to 2010 and served as Chairman of Carso Global Telecom, S.A. de C.V. from 1996 to 2010. Mr. Chico has spent a number of years in the international and investment banking business. He holds a B.A. in industrial engineering from Universidad Iberoamericana and earned his M.B.A. from the University of Chicago Graduate School of Business. Mr. Chico was elected a Director of AT&T in 2008. He is a member of the Audit Committee and the Corporate Development Committee. Mr. Chico is a Director of CICSA (Carso Infraestructura y Construcción), where he is not planning to stand for reelection in 2011; Honeywell International Inc.; and IDEAL. He also serves as a Board member of certain American Funds. He previously served as a Director of Grupo Carso, S.A. de C.V. (1991-2010) and the following of its affiliates: América Móvil, S.A.B. de C.V. (2001-2009); América Telecom, S.A.B. de C.V. (2001-2006); Carso Global Telecom, S.A. de C.V. (1996-2010); Telmex (1991-2010); and Telmex Internacional, S.A.B. de C.V. (2008-2010). Mr. Chico's qualifications to serve on the Board include his leadership experience in the oversight of large, publicly traded companies and his significant understanding of the telecommunications industry. In addition, his background in and knowledge of international business and finance are particularly beneficial to a global company like AT&T.

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JAMES P. KELLY, age 67, was Chairman of the Board and Chief Executive Officer of United Parcel Service, Inc. (a global express carrier and package distribution logistics company in Atlanta, Georgia) from 1997 until his retirement in 2002, where he continued to serve as a Director until 2008. During Mr. Kelly's tenure as Chairman of United Parcel Service, the company grew beyond its core package delivery business to become a global supply chain management concern. Mr. Kelly received his B.A. in business from Rutgers University. Mr. Kelly was elected a Director of AT&T in 2006. He served as a Director of BellSouth Corporation from 2000 until the company was acquired by AT&T in 2006. He is a member of the Audit Committee and the Corporate Governance and Nominating Committee. He previously served as a Director of Dana Corporation (2002-2008) and Hewitt Associates, Inc. (2002-2007). Mr. Kelly's qualifications to serve on the Board include his extensive experience in the executive oversight of a complex, multinational organization and his vast experience in strategic planning, logistics, and consumer marketing, all issues that AT&T faces as a large, international company. His qualifications also include his six years of service as a director of a telecommunications company that we acquired.

JON C. MADONNA, age 67, was Chairman and Chief Executive Officer of KPMG (an international accounting and consulting firm in New York, New York) from 1990 until his retirement in 1996. He was with KPMG for 28 years where he held numerous senior leadership positions. Subsequent to his retirement from KPMG, Mr. Madonna served as Vice Chairman of Travelers Group, Inc. from 1997 to 1998 and President and Chief Executive Officer of Carlson Wagonlit Corporate Travel, Inc. from 1999 to 2000. He was Chief Executive Officer of DigitalThink, Inc. (an e-commerce company) from 2001 to 2002 and served as its Chairman from 2002 to 2004. Mr. Madonna received his B.S. in accounting from the University of San Francisco. Mr. Madonna has been a Director of AT&T since 2005. He served as a Director of AT&T Corp. from 2002 until the company was acquired by AT&T Inc. (then known as SBC Communications Inc.) in 2005. Mr. Madonna is the Chairperson of the Audit Committee and a member of the Corporate Development Committee and the Executive Committee. He is a Director of Freeport-McMoRan Copper & Gold Inc. and Tidewater Inc. He previously served as a Director of Albertson's, Inc. (2003-2006); Jazz Technologies, Inc. (2007-2008); Phelps Dodge Corporation (2003-2007); and Visa U.S.A. Inc. (2006-2007). Mr. Madonna's qualifications to serve on the Board include his executive leadership skills, his vast experience in public accounting with a major accounting firm, and his experience in international business and affairs, all strong attributes for the Board of AT&T. His qualifications also include his service as a director across diverse, publicly traded companies, including his prior service on the board of a telecommunications company that we acquired.

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LYNN M. MARTIN, age 71, is President of The Martin Hall Group, LLC (a human resources consulting firm in Chicago, Illinois) and has served in this capacity since 2005. Ms. Martin was Chair of the Council for the Advancement of Women and Advisor to the firm of Deloitte & Touche LLP (an auditing and management consulting services firm in Chicago, Illinois), where she was responsible for Deloitte's internal human resources and minority advancement matters from 1993 until 2005. She also held the Davee Chair at Kellogg School of Management, Northwestern University, from 1993 to 1999. She served as U.S. Secretary of Labor from 1991 to 1993 and as a member of the U.S. House of Representatives from Illinois from 1981 to 1991. Ms. Martin graduated Phi Beta Kappa from the University of Illinois with a B.A. in education. Ms. Martin has been a Director of AT&T since 1999. She served as a Director of Ameritech Corporation from 1993 until the company was acquired by AT&T (then known as SBC Communications Inc.) in 1999. Ms. Martin is the Chairperson of the Corporate Governance and Nominating Committee and a member of the Executive Committee and the Finance/Pension Committee. She is a Director of certain Dreyfus Funds and Ryder System, Inc. She previously served as a Director of Constellation Energy Group, Inc. (2003-2009) and The Procter & Gamble Company (1994-2010). Ms. Martin's qualifications to serve on the Board include her executive leadership experience and her expertise in regulatory and government matters and labor and human resources, which allow her to provide key insight to a company like AT&T with its complex labor and regulatory issues. Her qualifications also include her experience serving as a distinguished member of Congress and the Cabinet and her experience serving as a director of a number of publicly traded companies, including her six years of service as a director of a telecommunications company that we acquired.

JOHN B. MCCOY, age 67, was Chairman from 1999 and Chief Executive Officer from 1998 of Bank One Corporation (a commercial and consumer bank based in Chicago, Illinois) until his retirement in 1999. He was Chairman and Chief Executive Officer of its predecessor, Banc One Corporation, from 1987 to 1998 and prior to that served as President and Chief Executive Officer from 1984 to 1987 and as President from 1977 to 1984. Mr. McCoy received his B.A. in history from Williams College and earned his M.B.A. in finance from Stanford University's Graduate School of Business. Mr. McCoy has been a Director of AT&T since 1999. He served as a Director of Ameritech Corporation from 1991 until the company was acquired by AT&T (then known as SBC Communications Inc.) in 1999. He is the Chairperson of the Finance/Pension Committee and a member of the Corporate Governance and Nominating Committee, the Executive Committee and the Human Resources Committee. He is a Director of Onex Corporation. He previously served as a Director of Cardinal Health, Inc. (1987-2009) and ChoicePoint Inc. (2003-2008). Mr. McCoy's qualifications to serve on the Board include his executive leadership experience in overseeing large organizations and his vast knowledge of consumer banking and financial services, all of which enable him to provide valuable insight to a large, publicly traded company like AT&T. His qualifications also include his experience serving as a director of other publicly traded companies, including his eight years of service on the board of a telecommunications company that we acquired.

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JOYCE M. ROCHÉ, age 63, was President and Chief Executive Officer of Girls Incorporated (a national nonprofit research, education, and advocacy organization in New York, New York) from 2000 until her retirement in May 2010. Ms. Roché was an independent marketing consultant from 1998 to 2000. She was President and Chief Operating Officer of Carson, Inc. from 1996 to 1998 and Executive Vice President of Global Marketing of Carson, Inc. from 1995 to 1996. Prior to that, Ms. Roché held various senior marketing positions, including Vice President of Global Marketing for Avon Products, Inc. from 1993 to 1994. Ms. Roché received her B.A. in math education from Dillard University and earned her M.B.A. in marketing from Columbia University. Ms. Roché has been a Director of AT&T since 1998. She served as a Director of Southern New England Telecommunications Corporation from 1997 until the company was acquired by AT&T (then known as SBC Communications Inc.) in 1998. She is a member of the Corporate Governance and Nominating Committee and the Public Policy Committee. She is a Director of Dr Pepper Snapple Group, Inc.; Macy's, Inc.; and Tupperware Brands Corporation. She previously served as a Director of Anheuser-Busch Companies, Inc. (1998-2008) and The May Department Stores Company (2003-2006). Ms. Roche's qualifications to serve on the Board include her executive leadership experience and operations management skills in dealing with complex organizational issues. Her expertise in general management and consumer marketing are key benefits to AT&T. Her qualifications also include her experience serving as a director of a number of other publicly traded companies, including her prior service as a director of a telecommunications company that we acquired.

MATTHEW K. ROSE, age 51, is Chairman and Chief Executive Officer of Burlington Northern Santa Fe, LLC (a subsidiary of Berkshire Hathaway Inc. and formerly known as Burlington Northern Santa Fe Corporation) (one of the largest freight rail systems in North America) and has served in this capacity since 2002, having also served as President until November 2010. Before serving as its chairman, Mr. Rose held several leadership positions there and at its predecessors, including President and Chief Executive Officer from 2000 to 2002, President and Chief Operating Officer from 1999 to 2000, and Senior Vice President and Chief Operations Officer from 1997 to 1999. Since 2002, Mr. Rose has also been Chairman, President and Chief Executive Officer of BNSF Railway Company (a subsidiary of Burlington Northern Santa Fe, LLC). He earned his B.S. in marketing from the University of Missouri. Mr. Rose was elected a Director of AT&T in September 2010. He is a member of the Human Resources Committee. He is a Director of AMR Corporation; BNSF Railway Company; and Burlington Northern Santa Fe, LLC. He previously served as a Director of Centex Corporation (2006-2009). Mr. Rose's qualifications to serve on the Board include his extensive experience in the executive oversight of a large, complex and highly-regulated organization, his considerable knowledge of operations management and logistics, and his experience and skill in managing complex regulatory and labor issues comparable to those faced by AT&T. His qualifications also include his experience serving as a director of several other publicly traded companies.

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LAURA D ANDREA TYSON, age 63, is S. K. and Angela Chan Professor of Global Management at the Walter A. Haas School of Business, University of California at Berkeley, and has served in this capacity since 2008. Dr. Tyson also serves as a member of the Economic Recovery Advisory Board to the President of the United States. She has also been Professor of Business Administration and Economics at the Walter A. Haas School of Business, University of California at Berkeley, since 2007. Dr. Tyson was Dean of London Business School, London, England, from 2002 until 2006. She was Dean of the Walter A. Haas School of Business at the University of California at Berkeley from 1998 to 2001. Dr. Tyson served as Professor of Economics and Business Administration at the University of California at Berkeley from 1997 to 1998. She served as National Economic Adviser to the President of the United States from 1995 to 1996 and as Chair of the White House Council of Economic Advisers from 1993 to 1995. Since 2007, Dr. Tyson has served as a consultant and faculty member of the World Economic Forum in Switzerland. Dr. Tyson received her B.A. in economics from Smith College and earned her Ph.D. in economics at the Massachusetts Institute of Technology. She has been a Director of AT&T since 1999. She served as a Director of Ameritech Corporation from 1997 until the company was acquired by AT&T (then known as SBC Communications Inc.) in 1999. She is a member of the Audit Committee, the Corporate Development Committee and the Finance/Pension Committee. Dr. Tyson is a Director of CB Richard Ellis Group, Inc.; Eastman Kodak Company; and Morgan Stanley. Dr. Tyson's qualifications to serve on the Board include her expertise in economics and public policy, her experience as an advisor in various business and political arenas, and her vast knowledge of international business and affairs, all strong attributes for the Board of AT&T. Her qualifications also include her experience serving as a director of several publicly traded companies, as well as her prior service as a director of a telecommunications company that we acquired.

If one or more of the nominees should at the time of the meeting be unavailable or unable to serve as a Director, the shares represented by the proxies will be voted to elect the remaining nominees and any substitute nominee or nominees designated by the Board. The Board knows of no reason why any of the nominees would be unavailable or unable to serve.

Ratification of the Appointment of Ernst & Young LLP as Independent Auditors (Item No. 2)

This proposal would ratify the Audit Committee's appointment of the firm of Ernst & Young LLP to serve as independent auditors of AT&T Inc. for the fiscal year ending December 31, 2011. This firm has audited the accounts of AT&T since 1983. If stockholders do not ratify the appointment of Ernst & Young LLP, the Committee will reconsider the appointment. One or more members of Ernst & Young LLP are expected to be present at the Annual Meeting, will be able to make a statement if they so desire and will be available to respond to appropriate questions.

The Board recommends you vote FOR this proposal.

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Approve 2011 Incentive Plan (Item No. 3)

Your Board of Directors has adopted the 2011 Incentive Plan (Incentive Plan) for the purpose of replacing the 2006 Incentive Plan, previously approved by our stockholders in 2006. The Incentive Plan, like the prior plan, permits AT&T to compensate eligible managers with equity and cash awards. New awards will not be made under the Incentive Plan until stockholder approval is obtained for the Plan.

The Incentive Plan provides your Directors with the flexibility to compensate managers through a variety of possible awards. These awards may be tied to the financial or operational performance of the Company as well as to the performance of the stock. Because of the key role the Incentive Plan plays in the compensation of your executives, your Directors urge you to vote for approval of the Incentive Plan, including its performance standards.

The terms of the Incentive Plan are summarized below. In addition, the full text of the Incentive Plan is set forth in Appendix A to this Proxy Statement. The following summary is qualified in its entirety by reference to the text of the Incentive Plan.

Summary of the Incentive Plan

Performance Awards. The Incentive Plan allows certain committees of your Directors (each, a Plan Committee) to issue performance shares and performance units. These are contingent incentive awards that are converted into stock and/or cash and paid out to the participant only if specific performance goals are achieved over performance periods of not less than one year. If the performance goals are not achieved, the awards are forfeited or reduced. Performance shares are each equivalent in value to a share of common stock (payable in cash and/or stock), while performance units are equal to a specific amount of cash. In any calendar year, no participant may receive performance shares having a potential payout of performance shares (whether in the form of cash and/or stock) exceeding 1% of the shares approved for issuance under the Incentive Plan. Similarly, no participant may receive performance units having a potential payout exceeding an amount equivalent to 1% of the approved shares as of the date of the grant. Unless otherwise provided by the Plan Committee, participants receive dividend equivalents on performance shares.

Performance Goals. The performance goals set by the Plan Committee include payout tables, formulas or other standards to be used in determining the extent to which the performance goals are met and, if met, the number of performance shares and/or performance units that would be converted into stock and/or cash (or the rate of such conversion) and distributed to participants. The performance goals may include, or be offset by, any of the following criteria or any combination thereof:

Financial performance of the Company (on a consolidated basis), of one or more of its Subsidiaries (as that term is defined in the Incentive Plan), and/or a division of any of the foregoing. Such financial performance may be based on net income, Value Added (after-tax cash operating profit less depreciation and less a capital charge), EBITDA (earnings before interest, taxes, depreciation and amortization), revenues, sales, expenses, costs, gross margin, operating margin, profit margin, pre-tax profit, market share, volumes of a particular product or service or category thereof, including but not limited to the product's life cycle (for example, products introduced in the last two years), number of customers or subscribers, number of items in service, including but not limited to every category of access or other telecommunication or television lines, return on net assets, return on assets, return on capital, return on invested capital, cash flow, free cash flow, operating cash flow, operating revenues, operating expenses, and/or operating income.

Service performance of the Company (on a consolidated basis), of one or more of its Subsidiaries, and/or of a division of any of the foregoing. Such service performance may be based upon measured customer perceptions of service quality, employee satisfaction, employee retention,

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product development, completion of a joint venture or other corporate transaction, completion of an identified special project, and effectiveness of management.

The Company's stock price, return on stockholders' equity, total stockholder return (stock price appreciation plus dividends, assuming the reinvestment of dividends), and/or earnings per share.

Impacts of acquisitions, dispositions, or restructurings, on any of the foregoing.

Except to the extent otherwise provided by the Plan Committee, if the matters making up one of the following categories exceeds certain limits, the category (as well as any related effects on cash flow, if applicable) shall be disregarded in determining whether or the extent to which performance goals are met: (1) changes in accounting principles; (2) extraordinary items; (3) changes in Federal tax law; (4) changes in the tax laws of the states; (5) expenses caused by natural disasters, including but not limited to floods, hurricanes, and earthquakes; (6) expenses resulting from intentionally caused damage to property of the business; (7) and non-cash accounting write-downs of goodwill and other intangible assets. A category shall be disregarded if the net impact of matters in the category on net income, after taxes and available and collectible insurance, exceed \$500 million. In addition, where the net impact of matters in a category (calculated as in the above) exceed \$200 million but not \$500 million, then each such category shall also be excluded but only if the combined net effect of events in all such categories exceeds \$500 million.

Gains and losses related to the assets and liabilities from pension plans and other post retirement benefit plans (and any associated tax effects) shall be disregarded in determining whether or the extent to which a performance goal has been met.

Unless otherwise provided by the Committee at any time, no such adjustment shall be made for a current or former executive officer to the extent such adjustment would cause an award to fail to satisfy the performance based exemption of Section 162(m) of the Code.

Stock Options. The Incentive Plan permits the Plan Committee to issue nonqualified stock options to managers, which directly link their financial success to that of AT&T's stockholders. Incentive Stock Options, which are more costly for a company to issue, are not permitted under the Incentive Plan. The Plan Committee shall determine the number of shares subject to options and all other terms and conditions of the options, including vesting requirements. In no event, however, may the exercise price of a stock option be less than 100% of the fair market value of AT&T common stock on the date of the stock option's grant, nor may any option have a term of more than ten years. During any calendar year, no single employee may receive options on shares representing more than 1% of the shares authorized for issuance under the Incentive Plan. Except for adjustments based on changes in the corporate structure or as otherwise provided in the Incentive Plan, the terms of an Option may not be amended to reduce the exercise price nor may Options be cancelled or exchanged for cash, other awards or Options with an exercise price that is less than the exercise price of the original Options.

Restricted Stock. The Incentive Plan also permits the Plan Committee to grant restricted stock awards. Each share of restricted stock shall be subject to such terms, conditions, restrictions, and/or limitations, if any, as the Plan Committee deems appropriate, including, but not by way of limitation, restrictions on transferability and continued employment. Holders of shares of restricted stock may vote the shares and receive dividends on such shares. In order to qualify a restricted stock grant under Section 162(m) of the Code, the Plan Committee may condition vesting of the award on the attainment of performance goals, using the same performance criteria as that used for performance shares and units. The vesting period for restricted stock shall be determined by the Committee, which may accelerate the vesting of any such award. The Plan Committee may also grant restricted stock units, which have substantially the same terms as restricted stock, except that units have no voting rights, may or may not receive dividend equivalents, and may be paid in cash or stock. The Plan Committee may also grant unrestricted stock under this provision. No manager may

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receive in any calendar year restricted stock (including restricted stock units and stock without restrictions) representing more than 1% of the shares authorized to be issued under the Incentive Plan.

Eligible for Participation. Management employees of AT&T or its Subsidiaries, currently representing approximately 100,000 managers, are eligible to be selected to participate in the Incentive Plan. However, the Company expects participation to be generally limited to 7000 mid-level and above managers. Actual selection of any eligible manager to participate in the Incentive Plan is within the sole discretion of the Plan Committee.

Available Shares. The Incentive Plan authorizes the issuance, over a 10-year period, of up to 90 million shares of common stock to participants, net of lapsed awards. In the event of a stock split, stock dividend, or other change in the corporate structure of the Company, as described in the Plan, affecting the shares that may be issued under the Plan, an adjustment shall be made in the number and class of shares which may be delivered under the Plan (including but not limited to individual grant limits) as may be determined by the Human Resources Committee.

After April 30, 2021, no further awards may be issued under the Incentive Plan.

Federal Income Tax Matters Relating to Stock Options. The following is a summary of the principal U.S. Federal income tax consequences under present law of the issuance and exercise of stock options granted under the Incentive Plan. This summary is not intended to be exhaustive and, among other things, does not describe state or local tax consequences.

A participant will not be deemed to have received any income subject to tax at the time a nonqualified stock option is granted, nor will AT&T be entitled to a tax deduction at that time. However, when a nonqualified stock option is exercised, the participant will be deemed to have received an amount of ordinary income equal to the excess of the fair market value of the shares of common stock purchased over the exercise price. AT&T will be allowed a tax deduction in the year the option is exercised in an amount equal to the ordinary income which the participant is deemed to have received.

Other Information. The Incentive Plan may be amended in whole or in part by the Board of Directors or the Human Resources Committee. Unless the Plan Committee provides otherwise in advance of the grant, in the event of a Change in Control (as defined in the Incentive Plan), if the employee is involuntarily terminated or leaves for Good Reason, options and restricted stock (including restricted stock units) shall vest. In addition, unless otherwise determined by the Plan Committee, the payout of performance units and performance shares shall be determined exclusively by the attainment of the performance goals established by the Plan Committee, which may not be modified after the Change in Control, and AT&T shall not have the right to reduce the awards for any other reason. Good Reason means in connection with a termination of employment by a participant within two years following a Change in Control, (a) an adverse alteration in the participant's position or in the nature or status of the participant's responsibilities from those in effect immediately prior to the Change in Control, or (b) any reduction in the participant's base salary rate or target annual bonus, in each case as in effect immediately prior to the Change in Control, or (c) the relocation of the participant's principal place of employment to a location that is more than 50 miles from the location where the participant was principally employed at the time of the Change in Control (except for required travel on the Company's business to an extent substantially consistent with the participant's customary business travel obligations in the ordinary course of business prior to the Change in Control).

For certain high level employees, the receipt of an award under the Incentive Plan will constitute an agreement that they will not participate in activities that would constitute engaging in competition with AT&T or engaging in conduct disloyal to AT&T. These provisions, including definitions of terms, are contained in Section 10.3 of the Plan. In addition, Section 10.4 of the Plan provides that if the Company is

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required to prepare an accounting restatement due to material noncompliance with the financial reporting requirements of the securities laws, in certain cases the Plan Committee may require the repayment of amounts paid under the Incentive Plan in excess of what the employee would have received under the accounting restatement.

The closing price of AT&T's common stock reported on the New York Stock Exchange for February 1, 2011, was \$27.87 per share.

The Board recommends you vote FOR approval of the 2011 Incentive Plan.

Advisory Vote to Approve Executive Compensation (Item No. 4)

This proposal would approve the compensation of executive officers as disclosed in the Compensation Discussion and Analysis, the compensation tables, and the accompanying narrative disclosures (see pages 32 through 50). These sections describe our executive compensation program and recent updates to the program.

The Human Resources Committee is responsible for executive compensation and works to structure a balanced program that addresses the dynamic, global marketplace in which AT&T competes for talent. The Committee believes this program properly emphasizes pay-for-performance and equity-based incentive programs that reward executives for results that are consistent with stockholder interests and asks that our stockholders approve the program.

Guiding Pay Principles

Our guiding pay principles (which are discussed in more detail on pages 33 and 34) are:

Competitive and Market Based: Evaluate all components of our compensation and benefits program against appropriate comparator companies to ensure we are able to attract, retain, and provide appropriate incentives for officers in a highly competitive talent market.

Pay for Performance, Accountability: Tie a significant portion of compensation to the achievement of Company and business unit goals as well as recognize individual accomplishments that contribute to the Company's success.

Balanced Short- and Long-Term Focus: Ensure that the compensation program provides an appropriate balance between the achievement of short- and long-term performance objectives, with a clear emphasis on managing the business for the long-term.

Alignment with Stockholders: Set performance targets and provide compensation elements that closely align executives' interests with those of stockholders.

Alignment with Generally Accepted Approaches: Assure that compensation policies and programs fit within the framework of generally accepted approaches adopted by leading major U.S. corporations.

Executive Compensation Changes

Based on these principles and input from stockholder advisory organizations, the Company has recently made a number of significant changes in its compensation program to better serve our stockholders. Each change is discussed in more detail on pages 34 and 35. The following is a summary of a portion of the changes made by the Committee:

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Modified the Supplemental Executive Retirement Plan (SERP)

Eliminated Tax Gross-Ups on Most Benefits

Dividend Equivalents Paid Only on Earned Performance Shares

Reduced Post-Employment Financial Counseling Benefit

While this is a non-binding, advisory vote, the Committee intends to take into account the outcome of the vote when considering future executive compensation arrangements. AT&T is providing this vote as required pursuant to section 14A of the Securities Exchange Act.

The Board recommends you vote FOR this proposal.

Advisory Vote to Approve Frequency of Vote on Executive Compensation (Item No. 5)

This proposal will allow stockholders to indicate their preference for whether the vote in Item 4 above should be held every three years, every two years, or every year, or to abstain from the vote.

The Board recommends a vote once every three years. A three-year cycle provides the Human Resources Committee sufficient time to measure long term performance, thoughtfully evaluate and respond to stockholder input and effectively implement desired changes to the compensation program. Moreover, there is an inherent delay between implementation of changes and their presentation in the proxy statement. Under SEC rules, decisions made for 2011 compensation are not reported until 2012. A three-year cycle will provide investors sufficient time to evaluate the effectiveness of the Company's short- and long-term programs, Company performance and compensation strategies. Finally, as noted in the Compensation Discussion and Analysis, a majority of executive incentive pay is focused on long term results, so it is appropriate that the evaluation of the executive compensation program should be viewed over multiple years.

The option that receives the highest number of votes cast by stockholders will be considered the preferred frequency. While this is a non-binding, advisory vote, the Committee will take into account the outcome of this vote when considering how often it will recommend submitting the advisory vote on executive compensation to stockholders. AT&T is providing this vote as required pursuant to section 14A of the Securities Exchange Act.

The Board recommends you vote that the advisory vote on executive compensation be submitted ONCE EVERY THREE YEARS.

Stockholder Proposals (Item Nos. 6 through 8)

Certain stockholders have advised the Company that they intend to introduce at the 2011 Annual Meeting the proposals set forth below. The names and addresses of, and the number of shares owned by, each such stockholder will be provided upon request to the Senior Vice President and Secretary of AT&T.

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Stockholder Proposal (Item No. 6)

Political Contributions Report

Resolved, that the shareholders of AT&T (Company) hereby request that the Company provide a report, updated semi-annually, disclosing the Company s:

1. Policies and procedures for political contributions and expenditures (both direct and indirect) made with corporate funds.
2. Monetary and non-monetary contributions and expenditures (direct and indirect) used to participate or intervene in any political campaign on behalf of (or in opposition to) any candidate for public office, and used in any attempt to influence the general public, or segments thereof, with respect to elections or referenda. The report shall include:
 - a. An accounting through an itemized report that includes the identity of the recipient as well as the amount paid to each recipient of the Company s funds that are used for political contributions or expenditures as described above; and
 - b. The title(s) of the person(s) in the Company who participated in making the decisions to make the political contribution or expenditure.

The report shall be presented to the board of directors audit committee or other relevant oversight committee and posted on the Company s website.

Stockholder Supporting Statement

As long-term shareholders of AT&T, we support transparency and accountability in corporate spending on political activities. These include any activities considered intervention in any political campaign under the Internal Revenue Code, such as direct and indirect political contributions to candidates, political parties, or political organizations; independent expenditures; or electioneering communications on behalf of federal, state or local candidates.

Disclosure is consistent with public policy, in the best interest of the company and its shareholders, and critical for compliance with federal ethics laws. Moreover, the Supreme Court s *Citizens United* decision recognized the importance of political spending disclosure for shareholders when it said [D]isclosure permits citizens and shareholders to react to the speech of corporate entities in a proper way. This transparency enables the electorate to make informed decisions and give proper weight to different speakers and messages. Gaps in transparency and accountability may expose the company to reputational and business risks that could threaten long-term shareholder value.

AT&T contributed at least \$32 million in corporate funds since the 2002 election cycle. (CQ: <http://moneyline.cq.com/pml/home.do> and National Institute on Money in State Politics: <http://www.followthemoney.org/index.phtml>.)

However, relying on publicly available data does not provide a complete picture of the Company s political expenditures. For example, the Company s payments to trade associations used for political activities are undisclosed and unknown. In many cases, even management does not know how trade associations use their company s money politically. The proposal asks the Company to disclose all of its political spending, including payments to trade associations and other tax-exempt organizations for political purposes. This would bring our Company in line with a growing number of leading companies, including Aetna, American Electric Power and Microsoft that support political disclosure and accountability and present this information on their websites.

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The Company's Board and its shareholders need complete disclosure to be able to fully evaluate the political use of corporate assets. Thus, we urge your support for this critical governance reform.

The Board recommends you vote AGAINST this proposal for the following reasons:

Political contributions, where permitted, are an important part of the regulatory and legislative process. AT&T is in a highly regulated industry, and the Company's operations are significantly affected by the actions of elected officials at the local, state and national levels, including rates it can charge customers, its profitability and even how it must provide services to competitors. It is important that your Company actively participate in the electoral and legislative processes in order to protect your interests as stockholders. We do this by contributing prudently to state and local candidates and by contributing to political organizations and trade associations when such contributions advance AT&T's business objectives and the interests of our stockholders.

In making political contributions and lobbying expenditures, AT&T is committed to complying with campaign finance and lobbying laws, including the laws requiring public disclosure of political contributions and lobbying expenses to state and federal agencies. The amount of AT&T's political expenditures is an insignificant portion of its total annual expenses. The adoption of this proposal would add unnecessary costs and burdens to the business.

Each year, your Board of Directors authorizes a maximum amount of aggregate contributions that can be made by your Company, as permitted by, and in strict compliance with, applicable law, for the purposes of supporting or opposing any party, committee, candidate for public office, or ballot measure, or for any other political purpose. Except for contributions for ballot measures, no expenditure over \$1,000 may be made unless approved by the Chief Executive Officer (lesser amounts may be approved by delegates). Prior to submission to and approval by the Chief Executive Officer, expenditures must be submitted to the Company's attorneys to confirm that each contribution is lawful. AT&T's policies and procedures with respect to political contributions are clearly set forth on the Company's website, and can be found at <http://www.att.com/gen/investor-relations?pid=7726>.

In addition, no Company funds, by law, are expended to make federal political contributions to federal candidates, their committees, or federal political parties. Federal law has long prohibited corporate contributions to federal candidates or their political committees. With the enactment of the Bi-Partisan Campaign Finance Reform Act of 2002 (known as *the McCain Feingold Act*), corporate contributions to federal political parties and Leadership Committees are prohibited, effective November 6, 2002.

As to state and local contributions, state laws determine when and under what circumstances political contributions are permissible. Moreover, a number of states in which AT&T operates have extensive reporting requirements, but none require the publication of reports such as requested by this proposal. These rules, in general, are equally applicable to all participants in the political process. This proposal, on the other hand, would impose a set of rules on your Company that would not apply to all participants in the process.

This proposal would require the Company to report on political contributions, payments made to tax exempt organizations that the organizations use for political contributions, payments used to influence the public with respect to elections or referenda, and the persons in the Company who participated in the decisions to make these contributions and payments. These requirements would impose unwarranted expenditures of funds and administrative burdens on your Company, and they would not apply equally to our competitors, unions or any other participants in the political process. Your Directors believe that any reporting requirements that go beyond those required under existing law should be applicable to all participants in the process, not just to AT&T.

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Stockholder Proposal (Item No. 7)

Special Shareowner Meetings

RESOLVED, Shareowners ask our board to take the steps necessary unilaterally (to the fullest extent permitted by law) to amend our bylaws and each appropriate governing document to give holders of 10% of our outstanding common stock (or the lowest percentage permitted by law above 10%) the power to call a special shareowner meeting.

This includes that such bylaw and/or charter text will not have any exception or exclusion conditions (to the fullest extent permitted by law) that apply only to shareowners but not to management and/or the board.

Special meetings allow shareowners to vote on important matters, such as electing new directors, that can arise between annual meetings. If shareowners cannot call special meetings, management may become insulated and investor returns may suffer. Shareowner input on the timing of shareowner meetings is especially important during a major restructuring when events unfold quickly and issues may become moot by the next annual meeting. This proposal does not impact our board's current power to call a special meeting.

This proposal topic also won more than 60% support at the following companies: CVS Caremark, Sprint Nextel, Safeway, Motorola and R. R. Donnelley.

The merit of this Special Shareowner Meeting proposal should also be considered in the context of the need for improvement in our company's 2010 reported corporate governance status:

The Corporate Library www.thecorporatelibrary.com, an independent investment research firm, downgraded our company to D with High Governance Risk, and Very High Concern for executive pay. Our named executive officers James Cicconi, Richard Lindner, John Stankey, Rafael de la Vega and Randall Stephenson received from \$9 million to \$29 million each.

The Corporate Library said our company's executive pay policies were not sufficiently linked to company performance. CEO Randall Stephenson's change in pension and deferred pay was nearly \$9 million in 2009, or nearly three times the combined base salaries of our four other named executive officers. This was a large amount of back-door pay considering Mr. Stephenson's salary continued to increase.

Mr. Stephenson was also entitled to benefits such as personal use of private jets, club memberships, and home security. There were discretionary elements to annual incentive awards that diminished the objective elements of the plan. Also, beginning in 2010, long-term incentive performance shares paid out entirely in cash. This did nothing to tie executive performance with long-term shareholder value.

Furthermore, performance shares were based on only three-year performance periods and pay out partly based on sub-median (50% of the target at the 20th percentile) total shareholder return compared to industry peers. Underperforming industry peers should not result in monetary rewards. Finally, all four members of our Executive Pay Committee received 20% in negative votes at our company's 2009 annual meeting, suggesting shareholders were hesitant to support executive pay policies at our company.

Please encourage our board to respond positively to this proposal to help turnaround the above type practices. Special Shareowner Meetings Yes on 7.

The Board recommends you vote AGAINST this proposal for the following reasons:

The sponsor of this proposal submitted a similar proposal for our 2007 annual meeting, calling on the Board to amend the Bylaws to give holders of 10% to 25% of the outstanding common stock the right to call a special meeting. In response to an affirmative stockholder vote on the 2007 proposal, the Board of

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Directors amended AT&T's Bylaws to give holders of 25% of the outstanding common stock the right to call a special meeting. The proponent then submitted a proposal for our 2009 annual meeting asking the Board to again amend the Bylaws to further reduce the level of stock ownership required to call a special meeting from 25% to 10%. Although that proposal did not pass, the Board amended the Bylaws in 2009 to give holders of 15% of the outstanding common stock the right to call a special meeting. The proponent then submitted a proposal for our 2010 annual meeting asking the Board to again amend the Bylaws to further reduce the level of stock ownership required to call a special meeting from 15% to 10%.

As noted above, your Board of Directors has reduced the percentage of the outstanding shares necessary to call a special meeting to 15%. This proposal would reduce it further to 10%. We believe no further reduction is appropriate. Support for this proposal dropped from 49.9% in 2009 to 43.3% in 2010. We believe this decrease in support reflects the view of a clear majority of our stockholders that the existing 15% ownership requirement is sufficient.

A special meeting of stockholders is a very expensive and time-consuming affair because of the legal costs in preparing required disclosure documents, printing and mailing costs, and the time commitment required of the Board and members of senior management to prepare for and conduct the meeting. Special meetings of stockholders should be extraordinary events that only occur when fiduciary obligations or strategic concerns require that the matters to be addressed cannot wait until the next annual meeting. We believe that AT&T's existing 15% ownership requirement strikes the appropriate balance between the right of stockholders to call a special meeting and the substantial administrative and financial burdens that special meetings impose on the Company.

Finally, this proposal contains an error: As disclosed in our 2010 proxy statement, performance shares granted to officers will be paid in cash (assuming appropriate performance targets have been met) beginning with long-term incentive awards granted in 2010 for the 2010-2012 performance period. Therefore, performance shares granted to officers will be paid out entirely in cash (if at all) beginning in 2013.

Stockholder Proposal (Item No. 8)

Shareholder Action by Written Consent

RESOLVED, Shareholders hereby request that our board of directors undertake such steps as may be necessary to permit written consent by shareholders entitled to cast the minimum number of votes that would be necessary to authorize the action at a meeting at which all shareholders entitled to vote thereon were present and voting (to the fullest extent permitted by law).

This proposal topic also won majority shareholder support at 13 major companies in 2010. This included 67%-support at both Allstate (ALL) and Sprint (S). Hundreds of major companies enable shareholder action by written consent.

Taking action by written consent in lieu of a meeting is a means shareholders can use to raise important matters outside the normal annual meeting cycle. A study by Harvard professor Paul Gompers supports the concept that shareholder dis-empowering governance features, including restrictions on shareholder ability to act by written consent, are significantly related to reduced shareholder value.

The merit of this Shareholder Action by Written Consent proposal should also be considered in the context of the need for additional improvement in our company's 2010 reported corporate governance status:

James Kelly and Reuben Anderson were marked as **Flagged (Problem) Directors** due to their directorships preceding the bankruptcy of Dana Corporation and Mississippi Chemical Corporation respectively. Nonetheless Mr. Kelly was invited to serve on our Audit and Nominating Committees. Patricia Upton had 17-years long tenure (Independence concern) and yet was 33% of our Executive Pay Committee.

We did not have an independent board chairman and not even a Lead Director.

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Please encourage our board to respond positively to this proposal to help turnaround the above type practices. Shareholder Action by Written Consent Yes on 8.

The Board recommends you vote AGAINST this proposal for the following reasons:

Your Board of Directors opposes this proposal because it would deprive stockholders of the right to be heard and to vote on proposed actions. Under our Bylaws, stockholders may introduce and vote on matters at annual meetings or special meetings. Stockholder meetings are open to all AT&T stockholders and allow every AT&T stockholder the opportunity to discuss and deliberate the proposed action.

This proposal would allow stockholders that solicit written consents from a minimum number of shares to adopt binding proposals through written consents without a stockholders meeting. By permitting action to be taken without a meeting, the proposal denies stockholders the opportunity to debate and hear the views of other stockholders.

AT&T's Certificate of Incorporation currently requires a two-thirds vote for actions by written consent. In contrast, a mere majority vote is required for actions taken at a meeting. We believe that stockholder action by written consent should be taken, if at all, only in extraordinary circumstances and the two-thirds approval requirement is a necessary protection for stockholders.

Finally, this proposal contains two significant errors: As disclosed in our proxy statements, we have had a lead director since we established the position in 2004, and, during 2010, Patricia Upton was one of at least four members of the Human Resources Committee.

AT&T has a separately designated standing Audit Committee. The Audit Committee oversees the integrity of AT&T's financial statements, the independent auditors' qualifications and independence, the performance of the internal audit function and independent auditors, and AT&T's compliance with legal and regulatory matters, including environmental matters. The members of the Audit Committee are Mr. Madonna (Chairperson), Mr. Chico, Mr. Kelly and Dr. Tyson, each of whom was appointed by the Board of Directors.

The Board has adopted a written charter for the Audit Committee, which may be viewed on the Company's web site at www.att.com. The Audit Committee performs a review and reassessment of its charter annually. The Audit Committee is composed entirely of independent Directors in accordance with the applicable independence standards of the New York Stock Exchange and AT&T. The Board of Directors has determined that Mr. Madonna and Mr. Kelly are audit committee financial experts and are independent as defined in the listing standards of the New York Stock Exchange and in accordance with AT&T's additional standards. Although the Board of Directors has determined that these individuals have the requisite attributes defined under the rules of the SEC, their responsibilities are the same as those of the other Audit Committee members. They are not AT&T's auditors or accountants, do not perform field work and are not full-time employees. The Commission has determined that an audit committee member who is designated as an audit committee financial expert will not be deemed to be an expert for any purpose as a result of being identified as an audit committee financial expert. The Audit Committee is responsible for oversight of management in the preparation of AT&T's financial statements and financial disclosures. The Audit Committee relies on the information provided by management and the independent auditors. The Audit Committee does not have the duty to plan or conduct audits or to determine that AT&T's financial statements and disclosures are complete and accurate. AT&T's Audit Committee charter provides that these are the responsibility of management and the independent auditors.

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Report of the Audit Committee

The Audit Committee: (1) reviewed and discussed with management AT&T's audited financial statements for the year ended December 31, 2010; (2) discussed with the independent auditors the matters required to be discussed by Statement on Auditing Standards No. 61, as amended, as adopted by the Public Company Accounting Oversight Board in Rule 3200T; (3) received the written disclosures and the letter from the independent auditors required by applicable requirements of the Public Company Accounting Oversight Board regarding the independent auditors' communications with the Audit Committee concerning independence; and (4) discussed with the auditors the auditors' independence.

Based on the review and discussions, the Audit Committee recommended to the Board of Directors that the audited financial statements for the year ended December 31, 2010, be included in AT&T's Annual Report on Form 10-K for filing with the Securities and Exchange Commission.

February 9, 2011

The Audit Committee:

Jon C. Madonna, Chairman
James P. Kelly

Jaime Chico Pardo
Laura D. Andrea Tyson

Principal Accountant Fees and Services

Ernst & Young LLP acts as AT&T's principal auditor and also provides certain audit-related, tax and other services. The Audit Committee has established a pre-approval policy for services to be performed by Ernst & Young. Under this policy, the Audit Committee approves specific engagements when the engagements have been presented in reasonable detail to the Audit Committee before services are undertaken.

This policy also allows for the approval of certain services in advance of the Audit Committee being presented details concerning the specific service to be undertaken. These services must meet service definitions and fee limitations previously established by the Audit Committee. Additionally, engagements exceeding \$500,000 must receive advance concurrence from the Audit Committee Chairperson. After an auditor is engaged under this authority, the services must be described in reasonable detail to the Audit Committee at the next meeting.

All pre-approved services must commence, if at all, within 14 months of the approval.

The fees for services provided by Ernst & Young (all of which were pre-approved by the Audit Committee) to AT&T in 2010 and 2009 were as follows (*dollars in millions*):

Audit Fees were \$21.6 and \$22.1 for 2010 and 2009, respectively. Included in this category are fees for the annual financial statement audit, quarterly financial statement reviews, audits required by Federal and state regulatory bodies, statutory audits, and comfort letters.

Audit-Related Fees were \$2.8 and \$2.5 for 2010 and 2009, respectively. These fees, which are for assurance and related services other than those included in Audit Fees, include charges for employee benefit plan audits, SAS 70 attestations, consultations concerning financial accounting and reporting standards, and reviews of internal controls and processes.

Tax Fees were \$4.4 and \$6.6 for 2010 and 2009, respectively. These fees include charges for various Federal, state, local and international tax compliance and research projects, as well as tax services for AT&T employees working in foreign countries.

All Other Fees were \$0.0 and \$0.0 for 2010 and 2009, respectively.

Table of Contents**Executive Summary and Overview****Executive Summary**

AT&T's executive compensation program is founded on the philosophy that executive pay should be aligned with Company performance. This involves rewarding executives when predetermined performance targets are met and providing lower or no payouts when the targets are not met.

Our future success is based on the decisions our executive officers make every day. While the results of some decisions can be measured in short-term success, the full benefits of other decisions cannot be measured until many years out. Some of these decisions include choosing the proper investment strategies, making wise capital expenditures, investing in the development of new products and technologies, exploring new offers and markets, and maximizing consolidation opportunities and increasing synergies. Our success in these areas for 2010 is outlined in the accomplishments listed below:

Financial Results:

- Grew consolidated revenues, margins, and earnings
- Generated \$35 billion in cash from operations
- Invested \$20 billion in capital
- Further strengthened the balance sheet, reducing net debt by nearly \$4 billion
- Increased our dividend for the 27th consecutive year, authorized 300 million share repurchase
- Total Stockholder Return of 11.6%

Consumer & Mobility Achievements:

- 8.9 million wireless net adds, strongest net-add year in the Company's history
- 28.7% wireless data revenue growth, best in peer group
- Increased wireless postpaid subscriber ARPU for eight consecutive quarters
- Improved total wireless churn every quarter in 2010 to industry-best levels
- Over 900,000 gain in AT&T U-verse subscribers, in-service total approaching 3 million
- Extended U-verse build to approximately 27 million living units
- Consumer wireline revenues returned to positive growth

Business Services Achievements:

- Solid revenue growth in international and managed services
- 15.8% growth in strategic business services, led by VPN

Market Leadership:

- Led industry and increased market share across all key growth platforms
- #1 in wireless gross and net subscriber additions
- #1 in wireless data growth
- #1 in subscriber gains among all U.S. pay TV providers that publicly report results

In order to ensure that executives continue to focus on meeting both the short- and long-term business goals, the executive compensation program includes short-term and long-term incentive components, as described on page 36.

As described on page 42, the Committee established three Corporate performance metrics to determine whether executive officer short-term awards would be paid. These metrics were Revenues, Earnings per Share, and Free Cash Flow. For 2010, AT&T met or exceeded the short-term goals (as explained on page 42). Our results for 2010, as more fully disclosed in our 2010 Annual Report, include:

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- Despite continued economic pressure, **Revenues** grew to \$124.28 billion, up 1.4% over last year.
- Strong reported **Earnings per Share** of \$3.35, a 63% increase from last year.
- **Free Cash Flow** of \$14.691 billion.

Based on Company and business unit results and individual performance, the Committee determined to pay executive officer short-term awards as described on page 44.

To appropriately focus our executives' attention on the long-term impacts of their decisions, AT&T's executive compensation program is heavily weighted towards long-term incentives. For the 2008-2010 performance period, the performance measures associated with the performance share grant and associated payout were as follows (for more information on performance shares, please see page 44):

- For 75% of the award, performance was measured against AT&T's **Return on Invested Capital (ROIC)** target. The target was met and 100% of the associated performance shares were paid.
- For 25% of the award, performance was measured against AT&T's performance on **Total Stockholder Return (TSR)** against a peer group of companies. Because AT&T's performance was in the 4th quintile of its peers, only 50% of the associated performance shares were paid.

Because of the stock price decline over the performance period, executive officers received significantly less than the long-term grant value reported in the Summary Compensation Table for 2008 (36% less than the target value shown), a strong indication that our long-term incentive compensation provides alignment between executive officer pay and performance. For more information on the payout of the 2008 performance share grant, please see page 46.

Along with a largely incentive-based compensation package, our officers are also subject to stock ownership requirements which are outlined on page 49 and each of our named executive officers exceed, and in several cases, significantly exceed, these requirements. Mr. Stephenson owns shares with no risk of forfeiture which are valued in excess of 15 multiples of his salary.

We have continued to review and adjust executive benefits and perquisites as described on pages 34 and 35 to better align with market.

Finally, the Company has a strong restitution policy in case of misconduct, as described on page 50.

In conclusion, we believe that our executive officer compensation program is competitive and supports our stockholders' interests in the largest telecommunications company in the world.

The Human Resources Committee and its Role

The Human Resources Committee, which is composed entirely of independent Directors, is responsible for overseeing our management compensation practices and determining the compensation of our executive officers, including the Named Executive Officers. Annually, the Committee approves the base salaries, short-term incentive targets, and long-term grant levels for executive officers. The Committee recommends new benefit plans to the Board and acts as the administrator of certain of the Company's compensation and benefit plans. Its charter is available on our web site at www.att.com. No AT&T employee serves on this Committee. The current members of the Committee are: Dr. Amelio (Chairman), Mr. Blanchard, Mr. McCoy, Mr. Rose, and Ms. Upton.

Guiding Pay Principles

When designing AT&T's compensation program, the Committee continually evaluates the individual program elements in light of market and governance trends. AT&T generally supports the Conference Board's principles on executive compensation, strongly aligning in many key areas such as paying for

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performance, setting compensation targets consistent with the market, alignment of executive interests with stockholder interests, and focus on long-term compensation to reduce risk. The Committee believes the Conference Board principles, which discourage a single check the box approach and encourage the adoption of compensation programs that fit the specific circumstances of each company, provide clear guidelines and flexibility. As part of this process, the Committee uses the services of an independent compensation consultant, who performs no services for management.

Recognizing market trends, the need to attract and retain talent, and our focus on delivering value for our stockholders, the Committee has designed AT&T's executive compensation program based on the following guiding pay principles:

Competitive and Market Based: Evaluate all components of our compensation and benefits program in light of appropriate comparator company practices to ensure we are able to attract, retain, and provide appropriate incentives for officers in a highly competitive talent market. Comparator company data provides information on market trends and may lead to changes in our approach and practices (see discussion of compensation changes below).

Pay for Performance, Accountability: Tie a significant portion of compensation to the achievement of Company and business unit goals as well as recognize individual accomplishments that contribute to the Company's success. For example, in 2010, 92% of the CEO's target compensation (and 87% for other Named Executive Officers) was tied to short- and long-term performance incentives, including stock price performance. The Committee utilized compensation analysis sheets in 2010 to confirm the appropriateness of the compensation program.

Balanced Short- and Long-Term Focus: Ensure that compensation programs and packages provide an appropriate balance between the achievement of short- and long-term performance objectives, with a clear emphasis on managing the business for the long-term.

Alignment with Stockholders: Set performance targets and provide compensation elements that closely align executives' interests with those of stockholders. For example, performance shares, which make up nearly 33% of target compensation for the CEO and the Named Executive Officers, are tied to multi-year Company performance and the Company's stock price. In addition, AT&T has adopted executive stock ownership guidelines, and recently increased them for the CEO, as described on page 49. Each of the Named Executive Officers exceeds those guidelines.

Alignment with Generally Accepted Approaches: Assure that compensation policies and programs fit within the framework of generally accepted approaches adopted by leading major U.S. corporations.

Executive Compensation Changes

Based on these principles and input from stockholder advisory organizations, the Company implemented the following changes in 2010:

Changes to the Supplemental Executive Retirement Plan (SERP): Following the freeze of SERP participation for new officers effective January 1, 2009, the Committee also amended the SERP benefit payable to Mr. Stephenson. For purposes of calculating Mr. Stephenson's SERP benefit, the Company froze his compensation as of June 30, 2010 and will freeze his age and service as of December 31, 2012. On December 31, 2012, Mr. Stephenson's benefit will be determined as a lump sum amount and then be credited with interest going forward. The discount rate for calculating the lump sum and the interest crediting rate have not yet been determined by the Committee. For additional information, see Review of Mr. Stephenson's Compensation Set Forth in the Summary Compensation Table on page 47.

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Tax Reimbursements Eliminated on Most Benefits: For 2010, executive officers were required to pay taxes on personal benefits. The only exceptions are for: (1) certain non-deductible relocation costs in the event of a relocation pursuant to relocation plans and (2) severance benefits that would only be paid following a change in control, and then only to the extent excise and resulting income taxes resulted from an officer's prior compensation deferrals. Also, beginning in 2011, these severance benefits will no longer be eligible for tax reimbursement, as described below.

Officer Long-Term Awards Consist of Restricted Stock Units and Performance Shares: To improve retention and to continue to align executive interests with those of stockholders through stock ownership, the Company's long-term compensation grants for officers are now in the form of 50% restricted stock units and 50% performance shares.

Dividend Equivalents Paid Only on Earned Performance Shares: Dividend equivalents on performance shares granted beginning in 2010 to all officers are only paid at the end of the performance period, based on the actual number of shares earned.

Strengthened Non-Compete and Company Protection Provisions: To better protect stockholder interests, certain non-qualified compensation and benefit plans for senior management, including executive officers, now include non-compete provisions, prohibitions on the disclosure of proprietary information, and provisions prohibiting the solicitation of customers and employees, which may apply during and after employment ends. These provisions supplement the Company's previous non-compete arrangements. Under the new provisions, depending on the plan, penalties for violations can include monetary damages and injunctive relief, recovery of costs required for enforcement, and benefit forfeiture and/or repayment. No separate consideration beyond continued participation in existing plans was provided to participants, including each of the executive officers.

Reduced Post-Employment Financial Counseling Benefit: Executive officers retiring in 2010 or later will receive financial counseling services for only 36 months after retirement rather than for life, which benefits the Company by ensuring that all legal requirements are met with regard to benefit plans.

Froze AT&T Health Plan Participation: Participation in the officer health plan was closed to new officers.

In addition to the changes made for 2010, the Committee made further plan changes for 2011 based on current market trends and governance best practices:

Remaining Tax Reimbursement Eliminated: Effective January 1, tax reimbursements under the Change in Control Severance Plan were eliminated. These reimbursements were limited to the payment of excise taxes that resulted from an officer's prior compensation deferrals and the resulting taxes on these tax payments. Going forward, tax reimbursements will only be provided to executive officers on certain non-deductible relocation costs in the event of relocation.

Eliminated Country Club Fees: Executive officers will be required to pay all fees associated with any country club membership, with the exception of initiation fees and transfer fees on corporate-owned memberships. In addition, effective January 1, the Company will no longer provide individual club memberships to executive officers.

More Retentive Long-Term Awards: With the goal of making our officer long-term grants more retentive, beginning with 2011 grants, restricted stock units will have a 4-year cliff vesting (previously 50% vested at the end of year 3 and 50% vested at the end of year 4), or will vest upon retirement eligibility, whichever is earlier, but shall not be distributed until the scheduled distribution date. In addition, non-retirement eligible officers will forfeit all performance shares in the event of voluntary termination (instead of receiving a prorated number of shares). Retiring officers will be eligible to receive a prorated performance share award (instead of the full award).

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Compensation Design

Executive Compensation Program

We recognize that our long term success depends on the talent and efforts of our employees and the leadership and performance of our executives. Because the relationship with any employee begins with the compensation and benefits program, it is in the stockholders' long term interest that the program be structured in a way that makes attraction, retention, and motivation of the highest quality talent a reality. With that goal in mind, AT&T's executive compensation and benefits program includes a number of different elements, from fixed compensation (base salaries) to performance-based variable compensation (short- and long-term incentives), as well as key personal benefits which minimize distractions and allow the executives to focus on the success of the Company. Each of the elements shown below is designed for a specific purpose, with an overarching goal to encourage a high level of sustainable individual and Company performance for the long term:

Compensation Element	Objective	Key Features
Base Salary	Provides fixed compensation to assume the day-to-day responsibilities of the position	<p>Salary level recognizes an executive officer's experience, skill, and performance, with the goal of being market-competitive.</p> <p>Adjustments may be made based on individual performance, pay relative to other AT&T officers, and the employee's pay relative to the market.</p> <p>Represents < 15% of total target compensation for executive officers, in line with our objective to have the majority of pay at risk and tied to Company performance.</p> <p>This element is payable in cash.</p>
Annual Short-Term Incentive	To motivate and reward the achievement of short-term Company performance	<p>Aligns executive officers' interests with our short-term corporate strategy, and correlates pay with the achievement of short-term Company and/or business unit objectives. These objectives support the accomplishment of long-term Company goals.</p> <p>To qualify for a payout, executive officers must achieve at least one of the predetermined performance thresholds. Actual payouts are based on these performance results along with other Company, business unit, and individual results.</p> <p>This element also provides a tool to reward executives for individual achievements.</p>
Long-Term Incentive	To motivate and reward the achievement of long-term Company performance and retain key leaders	<p>This element is payable in cash, though the executive officer has the option to defer a portion of it into Company stock. Long-term awards for executive officers and other officers consist of restricted stock units and performance shares, each representing approximately 50% of the value of long-term compensation.</p> <p>Performance Shares</p> <p>We structure officer performance shares to be paid in cash at the end of a 3-year performance period to the extent applicable performance goals are met.</p> <p>The award pays out at target if these goals are met; below target or not at all if the goals are not met; and above target if the goals are exceeded. Each performance share is equal in value to a share of stock, which causes the award to fluctuate in value directly with changes in our stock price over the performance period, aligning managers' interests directly with stockholders' interests. The cash payment value of the performance shares is determined using the stock price on the date any earned award is approved.</p> <p>For officers, dividend equivalents are paid at the end of the performance period, based on the number of performance shares earned.</p> <p>Restricted Stock Units (RSUs)</p> <p>We structure RSUs to be paid in stock at the end of a retention period. For grants made in 2010, vesting occurs 50% after 3 years and 50% after 4 years, or upon retirement eligibility, whichever occurs earlier. For grants made in 2011, RSUs vest 100% after 4 years or upon retirement eligibility, whichever occurs earlier. In the case of retirement, RSUs will not</p>

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be paid until the scheduled vesting dates.

Through stock price and dividends, RSUs directly tie our officers' interests to the long-term interests of our stockholders and make our officer long-term compensation package more retentive in nature.

Although RSUs have value at grant, in order for them to retain value or increase in value, officers must take the appropriate actions to support the Company's stock price. RSUs are payable in stock if the executive remains with the Company through the vesting date.

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Pay for Performance

AT&T's compensation program is designed so that the following pay components include pay-for-performance features:

Base Salary: Although base salaries are fixed and are intended to give the executive regular income in order to perform the day-to-day responsibilities of the job, increases to base salary are largely based on the executive's performance and changes in the market value of the executive's job.

Annual Short-Term Incentive: Performance ranges are established for earnings per share, free cash flow, and revenue. Actual award payouts consider performance on these and other Company metrics as well as business unit and individual performance.

Long-Term Incentives:

- i Performance Shares Fifty percent of executive officer long-term awards are made in the form of performance shares. Seventy-five percent of these awards is tied to our Return on Invested Capital (ROIC) achievement over a three year performance period. The remaining 25% is tied to how AT&T performs relative to its peers on Total Stockholder Return. Award payouts are adjusted for performance against these two metrics and are paid based on the stock price on the date that the award payout is approved. Because performance share grants are based on a three-year performance period, they maximize the leverage of both short- and long- term performance. The impact of a single year's performance is felt in each of the three performance share grants that are outstanding at any given time, so that strong performance must be sustained every year in order to provide favorable payouts.
- i Restricted Stock Units The other 50% of executive officer long-term awards are made in the form of restricted stock units. While a targeted payout is determined at the time of grant, realized compensation depends on the stock price at time the award payout is made.
- i Since performance shares and restricted stock units are tied to AT&T's stock price over a three-year time horizon, they directly tie executives' interests with those of our stockholders.

Total Target Compensation

Total target compensation is the value of the compensation package that is intended to be delivered based on performance against predefined goals. Actual compensation will depend on the applicable performance achievement and, for the long-term awards, the price of AT&T stock.

The following charts show the weighting of each element of total target compensation for the CEO and collectively for the other Named Executive Officers (NEOs). AT&T's short and long-term incentive compensation comprise the majority of total target compensation.

2010 Target Compensation Mix

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Total target compensation is detailed for each Named Executive Officer in the following table. This table outlines the elements, their values, relative weightings, and the percent of each total target compensation package that is performance-related (performance-related compensation includes both short- and long-term incentives).

2010 NEO Target Compensation

Named Executive Officer	Cash-Based Compensation		Short-Term Incentive		Stock-Based Compensation		Total Target Comp.	% Performance Related (2)
	Base Salary	% of Total	\$	% of Total	Long-Term Awards (1)			
	\$				\$	% of Total		
CEO								
Stephenson	1,550,000	8%	5,050,000	26%	12,750,000	66%	19,350,000	92%
Other NEOs								
Lindner	835,000	13%	1,500,000	23%	4,250,000	64%	6,585,000	87%
de la Vega	825,000	13%	1,450,000	23%	4,000,000	64%	6,275,000	87%
Stankey	845,000	13%	1,475,000	22%	4,350,000	65%	6,670,000	87%
Watts	720,000	12%	1,200,000	20%	4,000,000	68%	5,920,000	88%
Avg Other NEOs	806,250	13%	1,406,250	22%	4,150,000	65%	6,362,500	87%

(1) Long-Term grants of Performance Shares are paid out, subject to meeting performance objectives, in cash based on the stock price on the date the award payout is approved. Restricted Stock Units are paid in shares. Each represents 50% of the total award.

(2) Short-Term Incentive + Long-Term Awards.

Incentive Compensation A Balanced Approach to Manage Risk to the Stockholders

The Committee believes that it is important that compensation fully aligns the interest of management with both the short- and long-term interests of the Company's stockholders as well as incenting our key managers to remain with the Company. In order to accomplish this, we appropriately balance incentive compensation between the accomplishment of short- and long-term corporate objectives. In addition to aligning management's interests with the stockholders, a key objective of our compensation plans is mitigating the risk in the compensation package by ensuring that a significant portion of compensation is based on the long-term performance of the Company. In doing so, the Company intentionally reduces the risk that executives will place too much focus on short-term achievements to the detriment of the long-term sustainability of the Company. Further, we structure the short-term incentive compensation so that the accomplishment of short-term corporate and business unit goals supports the accomplishment of long-term corporate goals. Both of these elements work together for the benefit of the Company and its stockholders and are consistent with the Conference Board's principle regarding pay for performance, which states that a significant portion of pay should be in the form of incentive compensation with payouts tied to performance.

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The following chart details how performance-related compensation is allocated between short-term and long-term compensation targets for the CEO and collectively for the other Named Executive Officers:

2010 Performance-Related Target Compensation Mix

Personal Benefits

As a *Fortune* 25 company (ranking 7th in 2010), personal benefits are an important tool in our overall compensation package, even though many of the underlying individual benefits are not financially significant. AT&T provides these elements to its executive officers for three main reasons:

To effectively compete for talent. The majority of companies against which AT&T competes for talent provide personal benefits to their executive officers. According to a 2010 survey conducted by Aon Hewitt, all of the participating companies with revenues greater than \$11.66 billion reported offering at least one form of perquisite to their executives. (Information is excerpted from Hewitt's 2010 Executive Compensation Policies & Programs report representing data on Executive Compensation plans from 473 companies, and does not constitute a recommendation from Hewitt.) Because the foundation of the employee-employer relationship is the compensation and benefits program, AT&T must have a program that is robust and competitive enough to attract and retain key talent.

To focus executive officers' efforts towards meeting the needs of the business. Leading a *Fortune* 25 company that provides industry leading services to its customers 24 hours a day requires the full-time commitment of our executive officers. Our executive officers are required to be available for Company needs at all hours of the day. To that end, we provide them the tools to conduct Company business at any time, even when out of the office. We believe the true value of benefits that allow the Company to have greater access to our executive officers should not be measured solely in terms of financial cost, but rather the value they bring to the Company through maximized productivity and availability.

To provide for the safety, security and personal health of executives. Employees are the Company's greatest asset. Our executive officers are charged to care for the long-term health of the Company. In order to do so, we provide certain personal benefits to provide for their safety and personal health.

Our executive benefits are outlined on page 48. To further align with the principles articulated by stockholder advocacy groups, the Conference Board, and the market, we are eliminating income tax reimbursements on potential change-in-control payments for all officers, eliminating individual country club memberships for executive officers, and have changed the formula used to calculate Mr. Stephenson's supplemental retirement benefit in a manner that is expected to reduce his overall benefit. We will continue to evaluate our personal benefits going forward based on needs of the business and market practices and trends.

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Independent Compensation Consultant

The Human Resources Committee is authorized by its charter to employ independent compensation consultants and other advisors. Michael Lackey, Managing Director of Total Rewards Strategies, serves as the Committee's independent consultant and, from time to time, provides advice to the Corporate Governance and Nominating Committee. Total Rewards Strategies and Michael Lackey provide no other services to AT&T. Mr. Lackey has served as the Committee's consultant since 2002.

Mr. Lackey reports directly to the Human Resources Committee, who reviews the fees paid to Total Rewards Strategies and sets the consulting budget. Mr. Lackey's relationship with management is one of receiving the necessary information to conduct his analyses and providing information and his recommendations to be distributed to the Committee.

Following is a description of Mr. Lackey's duties as the Committee's consultant:

- Attends all Human Resources Committee meetings;
- Provides information, research, and analysis pertaining to executive compensation and benefits;
- Regularly updates the Committee on market trends, changing practices, and legislation pertaining to compensation and benefits;
- Reviews the Company's executive compensation strategy and program to ensure appropriateness and market-competitiveness;
- Makes recommendations on the design of the compensation program and the balance of pay-for-performance elements;
- Reviews market data and makes recommendations for establishing the market rates for jobs held by senior leaders;
- Analyzes compensation from other companies' proxy and financial statements for the Committee's review when making compensation decisions;
- Assists the Committee in making pay determinations for the Chief Executive Officer; and
- Advises the Committee on the appropriate comparator groups for compensation and benefits as well as the appropriate peer group against which to measure long-term performance.

Determining Competitive Pay Levels

AT&T has a market-based compensation program, and we believe that a job's value is determined by what we have to pay to remain competitive based on publicly-available compensation data for like positions at companies with which we compete for talent.

Since we have a market-based compensation program, the starting point for determining compensation levels begins with an evaluation of market data. Market data for key officers is derived from proxy compensation data and third-party compensation survey databases. Mr. Lackey compiles both proxy and compensation survey data for the comparator companies (approved by the Committee, and discussed below). The use of multiple sources of information and comparator groups ensures sufficient data that will accurately reflect the competitive market and provide for the annual development of consistent and reliable market values by the consultant.

Following are the 2010 comparator groups used by Mr. Lackey in making market value recommendations for officer positions. These companies are selected based on similarity to AT&T in terms of size and/or industry, ability of the Company to compete with AT&T for talent, and similarity to jobs at AT&T in terms of complexity and scope of officer positions.

Table of Contents**2010 Comparator Groups Used by Compensation Consultant**

Type of Group	Companies in Group
A comparator group of 20 companies in the technology, telecommunications and entertainment industries selected by the consultant in consultation with the Committee	Apple, Boeing, Cisco Systems, Comcast, Dell, General Electric, Google, Hewlett-Packard, Honeywell, Intel, IBM, Johnson Controls, Lockheed Martin, Microsoft, News Corp, Oracle, Time Warner, United Technologies, Verizon Communications, Walt Disney
Top 25 companies included in the <i>Fortune</i> 500 index, adjusted to eliminate AT&T and investment banking, investment holding/management and privately owned companies	AmerisourceBergen, Archer Daniels Midland, Cardinal Health, Chevron, ConocoPhillips, Costco Wholesale, CVS Caremark, Dell, Exxon Mobil, Ford Motor, General Electric, Hewlett-Packard, Home Depot, IBM, Johnson & Johnson, Kroger, Marathon Oil, McKesson, Procter & Gamble, Target, UnitedHealth Group, Valero Energy, Verizon Communications, Wal-Mart Stores, WellPoint
Telecommunications and cable companies	Comcast, Motorola, Qwest Communications, Sprint Nextel, Time Warner, Verizon Communications

The percentiles of the market for which Mr. Lackey collects data are shown in the following table. Base salaries are targeted to the market 50th percentile. Executive Officer total target cash compensation (the sum of base pay and short-term incentive target) and long-term grants are targeted to the market 62nd percentile with the support of the Committee's consultant. These pay targets emphasize our pay for performance strategy and are consistent with our market leadership position as the world's largest telecommunications company based on our revenue and position as the 7th largest company in America according to the *Fortune* 500 ratings.

Percentiles of Market Used by Consultant in 2010	
Base Salary	50 th percentile of the market
Total Annual Target Cash Compensation (Short-Term Incentive Target Plus Base Salary)	62 nd percentile of the market
Long-Term Incentive Target Compensation	62 nd percentile of the market

In making the market value recommendations to present to the Committee, Mr. Lackey reviews both the proxy and the survey compensation data at the percentiles of the market assigned by the Committee. Mr. Lackey applies his judgment and experience to the relevant data to make preliminary market value recommendations for each executive officer position. Prior to presenting the market values to the Committee, Mr. Lackey meets with the CEO and other members of management to discuss his market value recommendations for persons other than the CEO and to obtain their views on the relative value of each position at AT&T as well as differences in responsibilities between AT&T jobs and those in the comparator groups. Based on this detailed analysis, AT&T-specific market values are established for each executive officer position.

After the discussion with management, Mr. Lackey presents the AT&T-specific market value recommendations to the Committee. These recommendations become a reference point for the Committee's determination of actual compensation levels.

Determining Target Compensation Levels

Annually, the Committee meets to set compensation for officers, including the Named Executive Officers, with the advice of the consultant. In setting compensation levels, the Committee reviews the AT&T-specific market values provided by Mr. Lackey along with the CEO's compensation recommendations for the other executive officers. The market values contain a base salary component and short- and long-term incentive target award components. The CEO bases his compensation recommendations on his judgment of the

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skills, experience, responsibilities, and achievements of each executive officer, as well as the officer's current compensation relative to the AT&T-specific market value of his/her job. The Committee believes that input from both the CEO and Mr. Lackey provides useful information and points of view to assist them in determining the appropriate levels of pay. Once the Committee has received input from the CEO and Mr. Lackey, the Committee applies its own judgment and experience to set compensation for the coming year, including base pay levels and target pay levels for short- and long-term incentive compensation. The Committee may determine that executives with significant experience and responsibilities, who demonstrate exemplary performance, have higher target compensation than the AT&T-specific market values recommended by Mr. Lackey, while less experienced executives may have lower target compensation than the AT&T-specific market values. To determine the compensation for the CEO, the Committee again uses its judgment of his skills, experience, responsibilities, achievements, and current compensation, along with Mr. Lackey's market recommendations.

2010 Compensation

Annual Base Salaries

Because of the negative effects of the economy and the resulting impact on our performance, the Committee determined to forego 2009 base salary increases for our executive officers, including all of the Named Executive Officers, as well as middle managers and above. The 2008 and 2009 salaries, as reported in the Summary Compensation Table, differ because the 2008 increases did not occur until March of that year. In 2010, the Committee determined to again provide base salary increases based on individual performance and actual pay relative to market.

Short-Term Incentives

Each year, the Committee establishes a target award for each executive officer based on AT&T-specific market values provided by the consultant and recommendations from the CEO (other than for his own compensation). In 2009, the Committee revised the short-term program to emphasize overall results of the Company by establishing one set of performance objectives for each of our executive officers. The Committee believes that individual business units are more effective for stockholders when they are managed to the key objectives of the Company. Under this program, potential payouts range from 0% to 200% of the target award. The key performance objectives adopted by the Committee include three performance metrics and related target ranges that the executives are expected to achieve, which are shown in the following table. The Company must achieve at least one of the ranges for the executive officers to receive a payout under the target awards.

2010 Metric	Target	Target Range		Results **
Consolidated Revenues	\$124.615 billion	\$105.923	\$143.307 billion	\$124.280 billion
Earnings per Share	\$2.13 per share	\$1.60	\$2.66 per share	\$3.59 per share (adjusted **)
Free Cash Flow *	\$11.933 billion	\$8.950	\$14.916 billion	\$14.691 billion

* Cash from operations minus capital expenditures.

** In accordance with the Plan terms, EPS results were increased by 24 cents per share to remove the effects of changes in tax law, changes in accounting principles, and gains from certain asset dispositions.

In determining the final payouts, the Committee gives weight to the achievement of the performance ranges, the overall performance of the Company, business unit performance, and the individual performance of each executive officer. In evaluating executive officers that report to the CEO, the Committee will also give weight to the CEO's recommendations. The Committee does not apply a fixed formulaic approach to setting compensation, in order to limit the potential for unintended consequences both favorable and unfavorable.

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The Committee determined that in 2010 the Company achieved the target ranges for each of the 2010 performance metrics, and in the case of Earnings per Share, the Company significantly exceeded the target range, permitting payout of the short-term awards. The Committee then reviewed the Company's overall performance as well as the individual achievements of each of the Named Executive Officers, as described below:

Randall L. Stephenson

Under Mr. Stephenson's leadership, AT&T grew consolidated revenues, increased reported earnings per share 63% and delivered a strong performance across a number of key categories. Wireless data revenues grew 28.7%; revenues from strategic business services such as Ethernet, Virtual Private Networks (VPNs), hosting and applications services increased 15.8%; and AT&T U-verse posted a net gain of 921,000 pay-TV subscribers, more than any other reporting U.S. provider. AT&T matched this strong market performance with extensive cost reduction initiatives, resulting in expanded consolidated margins and cash from operations of \$35 billion. Under Mr. Stephenson's direction, AT&T invested \$20 billion in capital expenditures to meet current demand and to prepare the business for future growth in key strategic areas including 4G wireless capabilities, IP data networks, and cloud computing. In addition, Mr. Stephenson directed the acquisition of wireless assets and spectrum to further strengthen AT&T's market position while divesting non-strategic assets. Externally, Mr. Stephenson led a break-through in industry efforts to reframe the discussion on net neutrality to encourage investment, continued his ambitious program to improve education and workforce readiness for high school students, and received broad recognition for AT&T's leadership in diversity.

Richard G. Lindner

Despite economic challenges, Mr. Lindner, AT&T's Chief Financial Officer, guided the Company to industry-leading revenue growth and consolidated margins, generated free cash flow of \$15 billion, and delivered reported earnings per share of \$3.35, an increase of 63% over 2009. Finance-led programs contributed over \$3 billion of operating cash flow and \$1 billion of pre-tax income to 2010 results as well as an additional \$8 billion of tax and future cash benefits. Mr. Lindner strengthened the balance sheet by reducing net debt by nearly \$4 billion and delivered total stockholder returns of 11.6%, including \$10 billion of dividends paid to stockholders.

John T. Stankey

Under Mr. Stankey's direction, AT&T invested more than \$9 billion in its wireless networks, an increase of more than 50% over 2009, to accommodate a 146% increase in mobile broadband data traffic, improve voice quality, and make the nation's fastest mobile broadband network even faster. The network team extended our U-verse footprint to 27 million living units and increased global backbone capacity, including our IP backbone, by 53%. In September, Mr. Stankey's responsibilities expanded measurably as he assumed leadership for our \$38 billion Business Services group.

Rafael de la Vega

Under Mr. de la Vega's leadership, AT&T Mobility led the U.S. wireless industry in subscriber growth, total subscriber churn, revenue growth, and smart phone penetration. The Company also grew wireless data revenues 28.7%, the strongest growth rate among its peer group, and posted its eighth consecutive quarter of growth in average revenue per postpaid subscriber, a record among U.S. wireless providers. AT&T's strategy to make virtually everything wireless, from netbooks to pill bottles, gained momentum as the Company built a base of nearly 11 million connected devices. Mr. de la Vega also returned the consumer wireline business to positive revenue growth, grew U-verse subscribers to nearly three million, and helped AT&T U-verse TV receive numerous awards and industry accolades for service innovation and customer satisfaction.

D. Wayne Watts

With responsibility for all legal matters affecting AT&T, Mr. Watts effectively guided the Company's litigation, regulatory filings, and compliance matters before various judicial and

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regulatory agencies in addition to providing support for the Company's day-to-day operations and M&A activity. Under Mr. Watts' direction, the Company successfully managed litigation matters involving the Company, including 144 appeals to various Federal and State Courts of Appeal and 10 to the United States Supreme Court during 2010. He and his team were critical to the effective advancement of the Company's position before federal and state regulators designed to generate a fair regulatory and working environment for our Internet, wireless, and wireline operations, including gaining regulatory approvals necessary to close numerous transactions.

Based on the above accomplishments, the Committee determined to pay 2010 awards as follows:

2010 Short-Term Payouts

Named Executive Officer	Target Award	Actual Award
Randall L. Stephenson	\$5,050,000	\$5,050,000
Richard G. Lindner	\$1,500,000	\$1,750,000
Rafael de la Vega	\$1,450,000	\$1,700,000
John T. Stankey	\$1,475,000	\$1,475,000
D. Wayne Watts	\$1,200,000	\$1,570,000

Long-Term Incentives

As noted in the Conference Board report, to put [t]oo much focus on the short term in the wrong business model can lead to reward for current performance, but fail to promote the Company's business strategy over the long term. Because AT&T values long-term performance and to ensure that our compensation program does not incent executives to take excessive risks in pursuit of short-term results, the long-term component is a significant part of an officer's compensation package. Long-term awards directly link the interests of officers to those of stockholders, since the awards are tied directly to the price and dividends of AT&T stock.

In 2010, the Committee granted the Named Executive Officers long-term incentives in the form of 50% performance shares and 50% restricted stock units. Target grant values were set using the AT&T-specific market values as a guideline. Specifics of the long-term grants are described below.

Performance Shares:

Each performance share is equal in value to one share of our common stock and is paid out at the end of the performance period (typically three years) based on the extent to which the performance goals are met. Awards made in 2010 earn dividend equivalents equal to the dividends on our common stock, paid only after the end of the performance period and only on the number of performance shares actually earned based on the performance results of the Company.

The value of performance shares fluctuates directly with changes in the price of our common stock, which aligns managers' interests directly with stockholders' interests. Performance shares are paid out only to the extent that specific financial and/or operational objectives are achieved. No payout is made if minimum objectives are not met. Payouts are made in cash, which helps reduce dilution. Performance shares paid in cash are valued at the price of a share of AT&T common stock at the date the award payout is approved.

If an officer terminates employment and is not retirement eligible, he/she is eligible for a pro-rata portion of the award. Officers may be retirement eligible for purposes of performance shares if they meet the modified rule of 75, which requires certain combinations of age and service that total at least 75, or if the officer is age 55 or older with at least five years of service. Retirees are eligible to receive the same payout as

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if they were still employed as of the date of payout, without any pro-rata reduction. Beginning with grants made in 2011, unless provided otherwise by the Committee, retirees will only be eligible for a prorated payout and non-retiring officers who voluntarily terminate employment will forfeit their entire award.

Performance Measures and Payout Targets Set in 2010:

2010 Performance Share Grants by the Committee			
(2010 to 2012 Performance Period)			
Officer	Grant Date Values (\$) (amounts are rounded)	Return on Invested Capital	Performance Measure Total Stockholder Return vs. AT&T Telecommunications Peer Group
Randall L. Stephenson	6,375,000		
Richard G. Lindner	2,125,000		
Rafael de la Vega	2,000,000	75% of Grant	25% of Grant
John T. Stankey	2,175,000		
D. Wayne Watts	2,000,000		

Performance shares were granted in 2010 for the 2010-2012 performance period. The Committee determined that the performance measure for 75% of the Performance Shares would be Return on Invested Capital and the measure for the remaining 25% would be based on a comparison of AT&T's Total Stockholder Return compared to a telecommunications peer group.

We calculate Return on Invested Capital (ROIC) by averaging over the three-year performance period: (1) our annual net income before extraordinary items plus after-tax interest expense, divided by (2) the total of the average debt and average stockholder equity for the relevant year. For mergers and acquisitions over \$2 billion, we exclude the dilutive impacts of intangible amortization, asset write-offs, accelerated depreciation, and transaction and restructuring costs (intended to provide adjustments for impacts to net income related to the new purchase accounting rules) so that certain significant transactions, including those which may not have been contemplated in the determination of a performance measure, will not have an impact on the results. We also exclude changes in tax laws, changes in accounting principles, and certain unusual events. We chose ROIC as the appropriate measure because it is widely used by comparator companies and encourages our managers to focus not only on net income, but also to ensure that the Company's capital is invested effectively and stockholder value is created. At the end of the performance period, the number of performance shares to be paid out, if any, is determined by comparing the actual performance of the Company against the performance objectives, which are set forth as a range of results. The ROIC target range for the 2010-2012 performance period was set so that the low end of the range approximates our cost of capital; a target that we believe may be aggressive in light of the economic environment, but attainable. For performance above or below the performance target range, the number of performance shares are increased or reduced, respectively. Potential payouts range from 0% to 150% of the target number of performance shares granted.

The Total Stockholder Return (TSR) measure compares the total stockholder return (stock appreciation plus reinvestment of dividends) of AT&T to that of companies in the AT&T Telecommunications Peer Group. The Peer Group is comprised of 11 companies and the Dow Jones Industrial Average. The Peer Group companies represent domestic and global telecommunications companies with a minimum market capitalization of \$10 billion. The AT&T Telecommunications Peer Group used for 2010 grants consisted of América Móvil S.A.B. de C.V.; BCE Inc.; BT Group plc; Comcast Corporation; Deutsche Telekom AG; DirecTV Group Inc.; Telefónica S.A.; Teléfonos de México S.A.B. de C.V.; Time Warner Cable Inc.; Verizon Communications Inc.; Vodafone Group plc; and the Dow Jones Industrial Average.

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The following chart shows the potential payouts based on total stockholder return of AT&T as compared to companies in the peer group:

**AT&T Total Stockholder Return Compared
to the AT&T Telecommunications Peer Group**

(2010 - 2012 Performance Period)

Ranking	Payout Percentage
AT&T is the top company	200%
AT&T in 80 - 99 th percentile	150%
AT&T in 60 - 79.99 th percentile	125%
AT&T in 40 - 59.99 th percentile	100%
AT&T in 20 - 39.99 th percentile	50%
AT&T is below the 20 th percentile	0%
If AT&T's total stockholder return is negative, the payout percentage is capped at 90% (applies to performance at the 40 th percentile or higher).	

Restricted Stock Units:

Beginning with long-term grants made in 2010, 50% of the grants made to officers, including the executive officers, are made in the form of restricted stock units. The Company's reasons for adding restricted stock units to the long-term compensation package include making the overall compensation package more retentive through the use of longer vesting periods and balancing the risk of the long-term package by using more than one form of long-term compensation.

Restricted stock units granted in 2010 vest ratably 50% each at the end of years 3 and 4, or upon retirement eligibility, whichever occurs earlier, but do not pay out until the scheduled distribution date. These units receive quarterly dividend equivalents, paid in cash at the time regular dividends are paid on AT&T's stock. Restricted stock units pay 100% in stock to further tie executive and stockholder interests.

The following table shows restricted stock unit grants made to the Named Executive Officers in 2010:

2010 Restricted Stock Unit Grants by the Committee

(Vests 50% in each of 2013 and 2014)

Officer	Grant Date Values (\$)
	(amounts are rounded)
Randall L. Stephenson	6,375,000
Richard G. Lindner	2,125,000
Rafael de la Vega	2,000,000
John T. Stankey	2,175,000
D. Wayne Watts	2,000,000

Results for the 2008-2010 Performance Period: Performance shares were the sole form of long-term compensation granted to the executive officers for the 2008 - 2010 performance period. The performance measure applicable to 75% of these awards was ROIC. AT&T's TSR measured against a comparator group of companies was the performance measure applicable to the other 25% of the award.

For the 2008-2010 performance period, the Committee set the ROIC target range above our cost of capital, which represented an aggressive, yet achievable, target. After conclusion of the performance period, the Committee determined, using the payout table established at the beginning of the year, after eliminating the effects of changes in the tax laws and changes in accounting principles, that the Company's results fell in the ROIC target range and directed that 100% of the related performance shares be distributed. With regard to the performance shares tied to the TSR target, the Committee determined that the Company was in the 4th quintile of the index, which resulted in a 50% payout of the performance shares tied to this metric. Because the value

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of the performance shares is dependent upon the stock price, the decrease in the stock price from the original grant date in 2008 reduced the value of the actual payouts significantly.

As shown below, the actual payout value of executive officer long-term compensation was 64% of the target grant value. Long-term compensation is the largest element of an executive officer's total compensation package. Thus, the loss in value of executive officer realized long-term pay shows how our compensation program is tied to performance.

2008 Performance Share Grant and Payout Values						
Executive Officer	Performance Measure(s)	Value at Grant	Performance Payout %	% Change in Stock Price*	Value at Payout	Approx. % of Grant Value Realized
		(\$000)			(\$000)	
Stephenson		12,000			7,718	
Lindner	75% ROIC	3,750			2,412	
de la Vega		3,100	88%	(27%)	1,994	64%
Stankey	25% TSR	3,800			2,444	
Watts		2,000			1,286	

* From the date of grant (January 31, 2008) through the date the distribution was approved (January 27, 2011).

Review of Mr. Stephenson's Compensation Set Forth in the Summary Compensation Table

The following table shows Mr. Stephenson's total compensation as reported in the Summary Compensation Table for 2009 and 2010.

CEO Year-Over-Year Summary Compensation Table

As the table shows, Mr. Stephenson's reported compensation declined \$1.9 million from 2009 to 2010. Three differences are noteworthy:

The Committee paid Mr. Stephenson a smaller bonus for 2010 than for 2009. His 2010 bonus payment was \$800,000 less than in 2009.

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Mr. Stephenson had a smaller year-over-year increase in the change in his pension value. This net decline of \$1.9 million resulted from: (1) a smaller increase in his SERP-eligible compensation, partially driven by the change the Committee made to freeze Mr. Stephenson's compensation for purposes of calculating his SERP benefit (a decrease of \$3.8 million), (2) the discount rate assumption used to determine the lump sum value of Mr. Stephenson's pension benefit changing from 6.5% at the end of 2009 to 5.8% at the end of 2010 (a year-over-year increase of \$1.3 million) and (3) other less significant pension-related changes (an increase of \$0.6 million). However, Mr. Stephenson's 2010 change in pension value and his total reported compensation each would have been approximately \$3.0 million lower had the discount rate assumption remained constant.

Mr. Stephenson received a larger long-term grant for 2010 than 2009. His 2010 grant was approximately \$750,000 higher than in 2009. The 2010 long-term grant is required to be reported at the grant value, but the ultimate value of the award, if any, is dependent on achievement of the performance objectives and on AT&T's stock price.

By comparison to his reported compensation of \$27.3 million, Mr. Stephenson actually received \$16.3 million, which consists of: 2010 base salary, distribution of 2007 performance share award, distribution of 2009 short-term award, payment of dividend equivalents on 2008 and 2009 performance share grants and 2010 restricted stock unit grant, and employee benefits (total compensation was determined based on taxable income, without regard to deferred compensation).

Deferral Opportunities, Pensions and Other Benefits

Deferral Opportunities: We believe that in order to remain competitive in the employment market, it is appropriate to offer deferral plans and other benefits. Our deferral plans provide retention incentives by giving mid-level and above managers the opportunity to receive tax-advantaged (i.e. pre-tax) savings. In addition, we use our deferral plans as a way to encourage our managers to invest in and hold AT&T stock. Our tax-qualified 401(k) plans offer substantially all employees the opportunity to defer income through a tax-advantaged program, including investing in AT&T stock. We match 80% of the employee contributions, limited to the first 6% of compensation (only base salary is matched for officers).

Our principal nonqualified deferral program is the Stock Purchase and Deferral Plan. Under that plan, mid-level managers and above may annually elect to defer up to 30% of their salary and annual bonus (officer level managers, including the Named Executive Officers, may contribute up to 95% of their annual bonus) into monthly purchases of AT&T stock at fair market value on a tax-deferred basis. For each share purchased with 2010 deferrals, the participant received two stock options with a grant price equal to the fair market value of the stock when the options are issued. In addition, participants received matching shares in AT&T stock, reduced by any match they could have received in a 401(k) plan. Officer level employees do not receive these matching shares on the contribution of their bonuses.

Managers may also defer cash compensation in the form of salaries and bonuses through the Cash Deferral Plan. The Cash Deferral Plan pays interest at the Moody's Long-Term Corporate Bond Yield Average, reset annually, which is a common index used by companies for deferral plans. The SEC requires disclosure in the Summary Compensation Table of earnings on deferred compensation that exceed an amount set by the SEC. Our interest rate, over time, approximates the SEC rate.

These plans are described more fully under the Nonqualified Deferred Compensation table.

Personal Benefits: We provide our executive officers with personal benefits, including an automobile allowance and maintenance, which is an important recruiting and retention tool; club memberships, which afford our executives the opportunity to conduct business in a more informal environment; home security for the safety and security of our executives; tax preparation, estate planning, and financial counseling, which allow our executives to focus more on the business; and executive disability benefits. The financial counseling benefit provides financial counselors to executives, which benefits the Company by ensuring that our

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executives understand and comply with plan requirements. We also provide our executives communications and entertainment products and services, which are typically offered by AT&T at little or no incremental cost. We permit our executives to occasionally use Company aircraft for personal reasons, which allows for the efficient use of their time and for them to privately conduct Company business at any time. We also provide executive death benefits. More information on death benefits may be found under **Other Post-Retirement Benefits**, which begins on page 61.

We also provide our executive officers a supplemental health plan for which the executives pay a portion of the premiums. The plan acts in conjunction with the Company's health plan. For active officers, it is a consumer-driven health plan that encourages our executive officers to be cost-conscious consumers of health care services. Officers promoted or hired after March 23, 2010 are not eligible to participate in the supplemental health plan, but instead will be eligible for an annual executive physical, subject to certain limits.

Each executive officer will be responsible for any taxes that result from the use of these benefits. Previously, we paid income and employment taxes that resulted from these programs, other than with respect to personal use of the aircraft and the automobile allowance. We also previously paid taxes relating to our payment of life insurance premiums on executive-owned insurance or the value of the coverage on Company-owned policies. There are no tax consequences from the supplemental health plan.

Certain of these benefits are also offered as post-retirement benefits to persons who meet age and service requirements. Additional information on these post-retirement benefits can be found under **Other Post-Retirement Benefits**, which begins on page 61.

Pensions: We offer a tax-qualified group pension plan to substantially all employees as well as supplemental retirement benefits under nonqualified pension plans to our executive officers. We believe these benefits act as a retention tool. Additional information on these pension benefits may be found under **Pension Benefits and Other Post-Employment Compensation**, which begins on page 59.

Stock Ownership Guidelines

The Committee has established stock ownership guidelines for the CEO, other executive officers, and all other officer level employees. The guidelines for the CEO were increased in 2010 from a minimum level of ownership of five times base salary to a minimum ownership requirement of six times base salary and were continued at the lesser of three times base salary or 50,000 shares for other executive officers and the lesser of one times base salary or 25,000 shares for all other officers. Newly appointed officers are expected to be in compliance with the ownership guidelines within five years of their appointments. Only shares where there is no risk of forfeiture are counted against the applicable stock ownership guideline. Holdings of the Named Executive Officers as of December 31, 2010, can be found in the **Common Stock Ownership** section on page 12.

Limit on Deductibility of Certain Compensation

Federal income tax law prohibits publicly held companies, such as AT&T, from deducting certain compensation paid to a Named Executive Officer that exceeds \$1 million during the tax year. To the extent that compensation is based upon the attainment of performance goals set by the Committee pursuant to plans approved by the stockholders, the compensation is not included in the limit. The Committee intends, to the extent feasible and where it believes it is in the best interests of AT&T and its stockholders, to attempt to qualify executive compensation as tax deductible where it does not adversely affect the Committee's development and execution of effective compensation plans. For example, to enable short- and long-term compensation to be deductible, the Committee makes these awards under stockholder-approved incentive plans to the extent practical.

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Similarly, gains on stock option exercises may be deductible if granted under a stockholder-approved plan since they are tied to the performance of the Company's stock price. Salaries and other compensation that are not tied to performance are not deductible to the extent they exceed the \$1 million limit.

Policy on Restitution

The Company intends, in appropriate circumstances, to seek restitution of any bonus, commission, or other compensation received by an employee as a result of such employee's intentional or knowing fraudulent or illegal conduct, including the making of a material misrepresentation contained in the Company's financial statements.

Employment Contracts and Change in Control Severance Plan

We have an employment contract with Mr. de la Vega. The material provisions of this contract are discussed following the Grants of Plan-Based Awards table, on page 53.

Our executive officers are eligible to participate in the Change in Control Severance Plan, which is more fully described on page 66. We believe these types of plans are necessary to ensure that participants receive certain benefits in the event of a change in control of the Company, and to allow the participating officers to focus on their duties during an acquisition. The plan is not intended to replace other compensation elements.

Compensation Committee Report

The Human Resources Committee has reviewed and discussed the Compensation Discussion and Analysis with management. Based on such review and discussions, the Human Resources Committee has recommended to the Board of Directors that the Compensation Discussion and Analysis be included in AT&T's Annual Report on Form 10-K and Proxy Statement for filing with the SEC.

February 11, 2011

The Human Resources Committee:
Gilbert F. Amelio, Chairman
James H. Blanchard
John B. McCoy

Matthew K. Rose
Patricia P. Upton

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The table below contains information concerning the compensation provided to the Chief Executive Officer, the Senior Executive Vice President and Chief Financial Officer, and the other most highly compensated executive officers of AT&T (the Named Executive Officers). Compensation information is provided for the years each person in the table was a Named Executive Officer.

Summary Compensation Table

Name and Principal Position	Year	Salary (\$)	Bonus (\$)	Stock Awards (2) (\$)	Option Awards (2) (\$)	Non- Equity Incentive Plan Compen- sation (\$)	Change in Pension Value and Nonqualified Deferred Compensation Earnings (3) (\$)	All Other Compen- sation (4) (\$)	Total (\$)
R. Stephenson (1,5) Chairman, CEO and President	2010	1,533,333	0	12,749,977	494,731	5,050,000	7,096,177	417,410	27,341,628
	2009	1,450,000	0	11,999,991	75,834	5,850,000	8,990,049	864,632	29,230,506
	2008	1,420,833	0	11,999,989	1,222,989	0	764,772	376,248	15,784,831
R. Lindner (1,5) Sr. Exec. Vice President and CFO	2010	829,167	0	4,250,009	5,420	1,750,000	1,684,959	180,444	8,699,999
	2009	800,000	0	6,899,996	21,964	1,500,000	1,541,220	178,090	10,941,270
	2008	791,667	255,000	3,750,004	285,870	153,000	281,645	175,665	5,692,851
R. de la Vega (1,5) Pres. and CEO, AT&T Mobility & Consumer Mkts.	2010	820,833	0	4,000,024	36,513	1,700,000	4,240,450	96,850	10,894,670
	2009	800,000	0	7,398,609	25,662	1,500,000	3,737,419	119,346	13,581,036
	2008	800,000	0	3,099,985	0	662,500	1,434,235	347,363	6,344,083
J. Stankey (1,5) Pres. and CEO, AT&T Business Solutions	2010	842,500	0	4,350,024	5,596	1,475,000	2,439,970	387,242	9,500,332
	2009	830,000	0	8,327,162	6,566	1,500,000	2,213,795	155,625	13,033,148
	2008	825,000	260,000	3,800,002	11,733	273,000	157,804	130,101	5,457,640
D. Watts (5) Sr. Exec. Vice Pres. & General Counsel	2010	706,667	0	4,000,024	10,996	1,570,000	2,748,351	208,776	9,244,814

1. The Named Executive Officers did not receive an increase in salary in 2009. The differences in the salaries for 2009 and 2008 result from salary increases normally occurring in March of each year. As a result, the 2008 amounts represent two months of the 2007 salary rate and ten months of the 2008 salary rate.

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2. Represents the grant date valuation of the awards under FASB ASC Topic 718. Assumptions used for determining the value of the stock and option awards reported in these columns are set forth in the relevant AT&T Annual Report to Stockholders in Note 12 to Consolidated Financial Statements, Share-Based Payment. Options are issued under the Stock Purchase and Deferral Plan, discussed in Note 5, below.
Included in the Stock Awards column are the grant date values of performance shares and restricted stock units granted in 2010. The grant date values of the performance shares (which also represent the target awards) included in the table for 2010 were: Mr. Stephenson \$6,374,988; Mr. Lindner \$2,125,005; Mr. de la Vega \$2,000,012; Mr. Stankey \$2,175,012; and Mr. Watts \$2,000,012. The number of performance shares distributed at the end of the performance period is dependent upon the achievement of performance goals. Depending upon such achievement, the potential payouts run from 0% of the target number of performance shares to a maximum payout of 162.5% of the target number. Because the performance shares are valued based on AT&T stock, the value of the award at distribution will be further affected by the price of AT&T stock at the time of distribution.

3. Under this column, we are required to report earnings on deferrals of salary and other incentive awards to the extent the earnings exceed a market rate specified by SEC rules. For the Named Executive Officers, these amounts are as follows for 2010: Mr. Stephenson \$1,454; Mr. Lindner \$15,340; Mr. de la Vega \$56,975; Mr. Stankey \$1,180; and Mr. Watts \$3,458. All other amounts reported under this heading represent an increase in pension actuarial value during the reporting period. We are required to calculate this amount by using the same discount rate assumption used for financial reporting purposes. A significant portion of the increase in pension actuarial values reported

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for 2010 in this column was the result of a reduction in the assumed discount rate from 6.5% to 5.8%. Approximately 43% of Mr. Stephenson's increase, and from 27% to 51% of the other Named Executive Officers' increases in pension value, resulted from this adjustment. The increase in pension actuarial value for each executive (and the corresponding estimated increase attributable to the reduction in the discount rate) was: Mr. Stephenson \$7,094,723 (\$3,018,237); Mr. Lindner \$1,669,619 (\$849,084); Mr. de la Vega \$4,183,475 (\$1,241,798); Mr. Stankey \$2,438,790 (\$1,149,138); and Mr. Watts \$2,744,893 (\$736,881).

4. This column includes personal benefits, Company-paid life insurance premiums, tax reimbursements, and Company matching contributions to deferral plans for 2010. In valuing personal benefits, AT&T uses the incremental cost to the Company of the benefit. To determine the incremental cost of aircraft usage, we multiply the number of hours of personal flight usage (including deadhead flights) by the hourly cost of fuel (Company average) and the hourly cost of maintenance (where such cost is based on hours of use), and we add per flight fees such as landing, ramp and hangar fees, catering, and crew travel costs. The aggregate incremental cost of personal benefits in 2010 provided to the Named Executive Officers was: Mr. Stephenson \$179,821; Mr. Lindner \$72,257; Mr. de la Vega \$48,722; Mr. Stankey \$250,502; and Mr. Watts \$75,028. (Included in the above personal benefits amounts are (1) financial counseling, including tax preparation and estate planning: each of Messrs. Stephenson, Lindner, de la Vega and Stankey \$14,000 and Mr. Watts \$16,575; (2) auto benefits: Mr. Stephenson \$28,991; Mr. Lindner \$14,341; Mr. de la Vega \$19,182; Mr. Stankey \$16,004; and Mr. Watts \$22,311; (3) personal use of Company aircraft: Mr. Stephenson \$77,182; Mr. Lindner \$19,317; Mr. de la Vega \$0; Mr. Stankey \$40,969; and Mr. Watts \$646; (4) supplemental health insurance premiums: each of Messrs. Stephenson, Lindner and de la Vega \$11,256; and each of Messrs. Stankey and Watts \$10,692; (5) club memberships: Mr. Stephenson \$15,174; Mr. Lindner \$10,937; Mr. de la Vega \$0; Mr. Stankey \$13,681; and Mr. Watts \$21,863; (6) communications: Mr. Stephenson \$2,714; Mr. Lindner \$1,438; Mr. de la Vega \$3,415; Mr. Stankey \$26,898; and Mr. Watts \$2,037; (7) home security: Mr. Stephenson \$30,504; Mr. Lindner \$968; Mr. de la Vega \$869; Mr. Stankey \$15,470; and Mr. Watts \$904; and (8) relocation costs: Mr. Stankey \$112,788.) Company-paid premiums on supplemental life insurance in 2010 were: Mr. Stephenson \$164,189; Mr. Lindner \$68,543; Mr. de la Vega \$8,778; Mr. Stankey \$77,410; and Mr. Watts \$100,188.

In 2010 we eliminated tax reimbursements on personal benefits for executive officers except those on non-deductible relocation costs in the event of a Company-initiated relocation. In 2010 the Company paid tax reimbursements of \$18,920 to Mr. Stankey on relocation benefits. Under the terms of the relocation plan, if Mr. Stankey were to voluntarily leave the Company prior to one year after his transfer, he would be required to repay the relocation costs to the Company.

The Company provides a matching contribution in the 401(k) plan and, certain make-up matching contributions in the Stock Purchase and Deferral Plan, discussed in detail on page 64. Total matching contributions in 2010 were: Mr. Stephenson \$73,400; Mr. Lindner \$39,644; Mr. de la Vega \$39,350; Mr. Stankey \$40,410; and Mr. Watts \$33,560.

5. Consistent with Company policy to encourage ownership of Company stock, each of the Named Executive Officers deferred portions of their 2010 salary and/or non-equity incentive awards into the Stock Purchase and Deferral Plan to make monthly purchases of Company stock in the form of stock units based on the price of the underlying AT&T stock as follows: Mr. Stephenson \$91,750; Mr. Lindner \$49,663; Mr. de la Vega \$377,969; Mr. Stankey \$50,513; and Mr. Watts \$105,500. Each unit that the employee purchases is paid out in the form of a share of AT&T stock at the times elected by the employee. For each unit purchased, a participant receives two stock options along with certain make-up matching contributions. The value of the stock options granted is included under Option Awards, and the value of the matching contributions is included under All Other Compensation. A more complete description of the Stock Purchase and Deferral Plan may be found on page 64.

Table of Contents**Grants of Plan-Based Awards**

Name	Grant Date	Estimated Possible Payouts Under Non-Equity Incentive			Estimated Future Payouts Under Equity Incentive			All Other Stock	All Other	Exercise or Base Price of Option Awards (\$/Sh)	Grant Date Fair Value of Stock and Option Awards (\$)
		Plan Awards (1)			Plan Awards (2)			Awards:	Option		
		Threshold	Target	Maximum	Threshold	Target	Maximum	Number of Shares of Stock or	Awards: Number of Securities Underlying Options (4)		
		(\$)	(\$)	(\$)	(#)	(#)	(#)	Units (3)	(#)		
Stephenson	1/28/10	0	5,050,000	10,100,000	124,804	249,608	405,613	249,608	-	-	12,749,977
	2/16/10	-	-	-	-	-	-	-	20,664	25.32	31,182
	6/15/10	-	-	-	-	-	-	-	379,336	25.54	463,549
Lindner	1/28/10	0	1,500,000	3,000,000	41,602	83,203	135,205	83,203	-	-	4,250,009
	2/16/10	-	-	-	-	-	-	-	2,281	25.32	3,442
	6/15/10	-	-	-	-	-	-	-	1,619	25.54	1,978
de la Vega	1/28/10	0	1,450,000	2,900,000	39,155	78,309	127,252	78,309	-	-	4,000,024
	2/16/10	-	-	-	-	-	-	-	6,251	25.32	9,433
	6/15/10	-	-	-	-	-	-	-	22,160	25.54	27,080
Stankey	1/28/10	0	1,475,000	2,950,000	42,581	85,161	138,387	85,161	-	-	4,350,024
	2/16/10	-	-	-	-	-	-	-	2,366	25.32	3,570
	6/15/10	-	-	-	-	-	-	-	1,658	25.54	2,026
Watts	1/28/10	0	1,200,000	2,400,000	39,155	78,309	127,252	78,309	-	-	4,000,024
	2/16/10	-	-	-	-	-	-	-	4,561	25.32	6,883
	6/15/10	-	-	-	-	-	-	-	3,366	25.54	4,113

- Under these awards (discussed beginning on page 42), the Committee establishes a target award together with a maximum award equaling 200% of the target award. If the performance condition is met, the Committee reviews the overall performance of the Company (including the three key measures), business unit results, and the individual performance of each officer to determine the appropriate payouts, not to exceed the maximum award. If the performance condition is not met, no award may be paid.
- Represents performance share awards discussed beginning on page 44. The 2010 grants were determined by the Committee on the grant date, but only employees in an eligible position on February 1, 2010, received the award.
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Represents restricted stock unit grants discussed on page 46. The 2010 units vest and distribute 50% in January 2013 and 50% in January 2014. Additionally, units vest upon an employee becoming retirement eligible, but do not distribute until the established vesting date. Messrs. Lindner, de la Vega, and Watts were retirement eligible as of the grant date. Mr. Stephenson became retirement eligible on April 22, 2010. Mr. Stankey is not retirement eligible.

4. Represents stock options granted under the Stock Purchase and Deferral Plan, which is described in the narrative following the Nonqualified Deferred Compensation table. Company matching shares issued under that plan are reported in the Nonqualified Deferred Compensation table and under All Other Compensation in the Summary Compensation Table.

Employment Contracts

Mr. de la Vega's Agreement: Mr. de la Vega has an employment contract that provides for his continued participation in the BellSouth Corporation Supplemental Executive Retirement Plan (BellSouth SERP) (see discussion on page 61 regarding his accrual of future benefits in the AT&T SERP) while he is employed by AT&T Mobility (formerly Cingular) and provides for certain benefits in the event of his termination of employment with AT&T Mobility. In connection with his transfer from BellSouth to what was then Cingular in 2003, BellSouth agreed to maintain Mr. de la Vega in the BellSouth SERP (described on page 61) while Mr. de la Vega was employed by Cingular. In addition, if Mr. de la Vega was terminated from Cingular for any reason, BellSouth would hire him back. If BellSouth failed to rehire Mr. de la Vega in a comparable position, or in the event Mr. de la Vega died or terminated employment because of disability before returning to BellSouth, Mr. de la Vega or his beneficiary, as applicable, would receive a lump sum payment equal to two times his salary and target bonus.

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Outstanding Equity Awards at December 31, 2010

Name	Option Awards (1)				Stock Awards Equity Incentive Plans			
	Number of Securities Underlying Unexercised Options Exercisable (#)	Number of Securities Underlying Unexercised Options Unexercisable (#)	Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested (\$)	Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#)	Equity Incentive Plans Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested (\$)
Stephenson	20,313		46.6875	1/26/11				
	1,541		50.5500	2/1/11				
	4,877		42.0500	6/1/11				
	45,560		40.6000	7/2/11				
	112,500		39.8900	11/19/11				
	160,000		35.5200	1/25/12				
	4,413		36.9600	2/1/12				
	16,748		33.1500	6/1/12				
	171,429		24.4400	1/31/13				
	8,842		25.2800	2/1/13				
	47,083		25.8000	5/31/13				
	12,400		26.4600	1/31/14				
	32,200		23.7400	5/30/14				
	16,085		23.9200	1/30/15				
	89,320		24.0100	6/15/15				
	19,405		28.3200	2/15/16				
	105,081		27.7300	6/15/16				
	15,102		37.2300	2/15/17				
	98,764		40.2800	6/15/17				
	14,720		37.8800	2/15/18				
	230,102		36.1700	6/16/18				
	30,472		23.2200	2/17/19				
	14,627		24.6300	6/15/19				
		20,664	25.3200	2/16/20				
		379,336	25.5400	6/15/20				
2010-2012 Perf. Sh.							312,010	9,166,854
2009-2011 Perf. Sh.							607,041	17,834,865
Lindner	50,000		46.6875	1/26/11				
	2,119		50.5500	2/1/11				
	10,186		42.0500	6/1/11				
	3,051		36.9600	2/1/12				
	18,123		24.0100	6/15/15				
	9,892		28.3200	2/15/16				
	25,867		27.7300	6/15/16				
	8,880		37.2300	2/15/17				
	33,781		40.2800	6/15/17				
	7,831		37.8800	2/15/18				
	49,228		36.1700	6/16/18				
	12,457		23.2200	2/17/19				
	1,614		24.6300	6/15/19				
		2,281	25.3200	2/16/20				
		1,619	25.5400	6/15/20				
2010-2012 Perf. Sh.							104,004	3,055,638
2009-2011 Perf. Sh.							197,289	5,796,351
2009 Restricted Stock					121,408	3,566,967		

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Outstanding Equity Awards at December 31, 2010

Name	Option Awards (1)				Stock Awards			
	Number of Securities Underlying Unexercised Options Exercisable	Number of Securities Underlying Unexercised Options Unexercisable	Option Exercise Price	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (2)	Market Value of Shares or Units of Stock That Have Not Vested (2)	Equity Incentive Plans Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (3)	Equity Incentive Plans Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested (3)
	(#)	(#)	(\$)		(#)	(\$)	(#)	(\$)
de la Vega	69,430		31.8900	2/1/11				
	3,289		30.3900	4/23/11				
	141,377		29.4500	3/1/12				
	4,311		23.1900	4/22/12				
	70,755		21.2000	11/25/12				
	77,512		16.4200	3/3/13				
	5,464		18.3000	4/28/13				
	12,397		24.6300	6/15/19				
		6,251	25.3200	2/16/20				
		22,160	25.5400	6/15/20				
2010-2012 Perf. Sh.							97,886	2,875,891
2009-2011 Perf. Sh.							164,408	4,830,307
2007 Restricted								
Stock					99,552	2,924,838		
2009 Restricted								
Stock					153,198	4,500,957		
Stankey	20,625		46.6875	1/26/11				
	245		50.5500	2/1/11				
	2,669		42.0500	6/1/11				
	20,625		39.8900	11/19/11				
	33,000		35.5200	1/25/12				
	1,559		36.9600	2/1/12				
	2,513		33.1500	6/1/12				
	53,905		24.4400	1/31/13				
	2,807		25.2800	2/1/13				
	654		25.8000	5/31/13				
	1,439		26.4600	1/31/14				
	7,993		23.7400	5/30/14				
	4,168		23.9200	1/30/15				
	1,059		24.0100	6/15/15				
	1,661		28.3200	2/15/16				
	934		27.7300	6/15/16				
	1,337		37.2300	2/15/17				
	794		40.2800	6/15/17				
	1,234		37.8800	2/15/18				
	1,073		36.1700	6/16/18				
	2,073		23.2200	2/17/19				
	1,675		24.6300	6/15/19				
		2,366	25.3200	2/16/20				
		1,658	25.5400	6/15/20				
2010-2012 Perf. Sh.							106,451	3,127,530

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2009-2011 Perf. Sh. 2007 Restricted			212,465	6,242,222
Stock 2009 Restricted	99,552	2,924,838		
Stock 2010 Restricted	153,198	4,500,957		
Stock Units	85,161	2,502,030		

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Outstanding Equity Awards at December 31, 2010

	Number of Securities Underlying Unexercised Options Exercisable	Option Awards (1)	Stock Awards
		Number of Securities Underlying Unexercised Options	
Name	(#)	Options	