

AT&amp;T INC.

Form 4

January 08, 2015

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
ANDERSON REUBEN V

(Last) (First) (Middle)

208 S. AKARD

(Street)

DALLAS, TX 75202

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/31/2014

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

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

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	(A) or (D)	Price	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/31/2014	01/06/2015	D <sup>(1)</sup>	2,899.8292	D	\$ 34.6408	31,504	D	
Common Stock	12/31/2014	01/06/2015	M	2,899.8292	A	\$ 0	34,403.8292	D	
Common Stock	01/02/2015	01/07/2015	M	271.4132	A	\$ 0	31,775.4132	D	
Common Stock	01/02/2015	01/07/2015	D <sup>(2)</sup>	271.4132	D	\$ 33.83	31,504	D	

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

**Persons who respond to the collection of  
information contained in this form are not**

SEC 1474  
(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Deferral Shares	(3)	12/31/2014	01/06/2015	M		2,899.82	92	(3)	(3)	Common Stock	2,899.82
Phantom Deferral Shares	(3)	01/02/2015	01/07/2015	M		271.41	32	(3)	(3)	Common Stock	271.41

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
ANDERSON REUBEN V 208 S. AKARD DALLAS, TX 75202	X

## Signatures

/s/ Stacey S. Maris, Secy.,  
Attorney-in-fact

01/08/2015

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Pursuant to the terms of the BellSouth Corporation Directors Compensation Deferral Plan, the price of these phantom deferral units was

(1) calculated based on the average of the high and low sales prices of AT&T common stock on the NYSE on the last trading day of each of the three calendar months preceding the distribution date.

Pursuant to the terms of the BellSouth Non-Qualified Deferred Compensation Plan for Non-Employee Directors and Certain Executives,

(2) the price of these phantom deferral shares was calculated based on the average high and low sales prices of AT&T common stock on the NYSE on Jan. 2, 2015.

(3) Acquired pursuant to various BellSouth Corporation director deferral plans. Each unit is converted into the equivalent value in cash of one share of AT&T common stock and distributed at the election of the reporting person.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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