

AT&T INC.

Form 4

September 23, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Donovan John

(Last) (First) (Middle)

208 S. AKARD

(Street)

DALLAS, TX 75202

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
09/22/2015

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director _____ 10% Owner
X Officer (give title _____ Other (specify
below) below)

Sr Ex VP - AT&T Tech and Ops

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

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock	09/22/2015		M	1,040 A	130,796	D	
Common Stock	09/22/2015		F ⁽²⁾	1,040 D	\$ 129,756	D	
Common Stock	09/22/2015		M	148 A	129,904	D	
Common Stock	09/22/2015		F ⁽²⁾	148 D	\$ 129,756	D	
Common Stock	09/22/2015		M	1,397 A	131,153	D	

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Common Stock	09/22/2015	<u>F</u> (2)	1,397	D	\$ 32.27	129,756	D	
Common Stock	09/22/2015	M	1,837	A	<u>(1)</u>	131,593	D	
Common Stock	09/22/2015	<u>F</u> (2)	1,837	D	\$ 32.27	129,756	D	
Common Stock	09/22/2015	M	2,301	A	<u>(1)</u>	132,057	D	
Common Stock	09/22/2015	<u>F</u> (2)	2,301	D	\$ 32.27	129,756	D	
Common Stock						3,673.412	I	By 401(k)
Common Stock						6,046.7777	I	By Benefit Plan
Common Stock						54,118	I	By LP

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

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(9-02)

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)		8. Put or Call (Instr. 3)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units (2012)	\$ 0 ⁽¹⁾	09/22/2015		M	1,040	⁽³⁾	⁽³⁾	Common Stock	1,040	Call
Restricted Stock Units (2012)	\$ 0 ⁽¹⁾	09/22/2015		M	148	⁽³⁾	⁽³⁾	Common Stock	148	Call

Restricted Stock Units (2013)	\$ 0 ⁽¹⁾	09/22/2015	M	1,397	⁽⁴⁾	⁽⁴⁾	Common Stock	1,397	
Restricted Stock Units (2014)	\$ 0 ⁽¹⁾	09/22/2015	M	1,837	⁽⁵⁾	⁽⁵⁾	Common Stock	1,837	
Restricted Stock Units (2015)	⁽¹⁾	09/22/2015	M	2,301	⁽⁶⁾	⁽⁶⁾	Common Stock	2,301	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Donovan John 208 S. AKARD DALLAS, TX 75202			Sr Ex VP - AT&T Tech and Ops	

Signatures

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

09/23/2015

__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).
- (1) Restricted stock units convert into common stock on a one-for-one basis.
- (2) Mandatory tax withholding on vesting of Restricted Stock Units due to retirement eligibility.
- (3) Units vest on 01/26/2016. Vesting (but not distribution) is accelerated on retirement eligibility.
- (4) Restricted stock units acquired pursuant to 2011 Incentive Plan. Each unit will convert into one share of issuer's common stock. Units vest on 1/31/2017. Vesting (but not distribution) is accelerated on retirement eligibility.
- (5) Restricted stock units acquired pursuant to the 2011 Incentive Plan. Each unit will convert into one share of issuer's common stock. Units vest on 1/30/2018. Vesting (but not distribution) is accelerated on retirement eligibility.
- (6) Restricted stock units acquired pursuant to the 2011 Incentive Plan. Each unit will convert into one share of issuer's common stock. Units vest and distribute on 1/29/2019. Vesting (but not distribution) is accelerated on retirement eligibility.

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