

STANKEY JOHN T
Form 4
February 04, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
STANKEY JOHN T

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

3. Date of Earliest Transaction (Month/Day/Year)
01/31/2013

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Group Pres. & Chief Strat Ofcr

DALLAS, TX 75202

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

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

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|----------|---|--|--|
| Common Stock | 01/31/2013 | | A ⁽¹⁾ | 797.9805 | A | \$ 34.79 | 50,357.3934 | I | By Benefit Plan |
| Common Stock | 01/31/2013 | | A ⁽²⁾ | 93,677.1 | A | \$ 0 | 144,034.4934 | I | By Benefit Plan |
| Common Stock | 01/31/2013 | | F ⁽³⁾ | 39,297.5435 | D | \$ 34.79 | 104,736.9499 | I | By Benefit Plan |
| Common Stock | 01/31/2013 | | D ⁽⁴⁾ | 54,379.5565 | D | \$ 34.79 | 50,357.3934 | I | By Benefit Plan |

| | | | | | | | | Plan | |
|--------------|------------|--|------------------|-------|---|----------|------------|------|-----------------|
| Common Stock | 01/31/2013 | | M | 2,642 | A | \$ 0 | 184,514 | D | |
| Common Stock | 01/31/2013 | | F ⁽⁵⁾ | 2,642 | D | \$ 34.79 | 181,872 | D | |
| Common Stock | | | | | | | 3,821.1598 | I | By 401(k) |
| Common Stock | | | | | | | 120,818 | I | By Family Trust |
| Common Stock | | | | | | | 120,000 | I | By LP |

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

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

SEC 1474
(9-02)

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) |
|--|--|--------------------------------------|--|--------------------------------|---|-----|--|-----------------|---|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | |
| Restricted Stock Units (2013) | \$ 0 | 01/31/2013 | | A | 67,907 | | <u>(6)</u> | <u>(6)</u> | Common Stock 67,907 |
| Restricted Stock Units (2013) | \$ 0 | 01/31/2013 | | M | 2,642 | | <u>(6)</u> | <u>(6)</u> | Common Stock 2,642 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| | | | Group Pres. & Chief Strat Ofcr | |

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

Signatures

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

02/04/2013

__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) Represents deferred stock units purchased by the reporting person with automatic payroll deductions and partial company matching contributions. Deferred stock units are settled only in stock on a 1-for-1 basis.
- (2) Distribution of performance shares.
- (3) Mandatory tax withholding on distribution of performance shares.
- (4) Represents performance shares distributed in cash, after taxes.
- (5) Mandatory tax withholding on vesting of Restricted Stock Units upon becoming retirement eligible.
- (6) Restricted stock units acquired pursuant to 2011 Incentive Plan. Each unit will convert into one share of issuer's common stock. Units vest on 1/31/17. 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.