AT&T INC. Form 4 January 05, 2015

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

January 31, Expires: 2005

Form 5 obligations STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

WATTS DONALD W			Symbol AT&T INC. [T]						Issuer				
(T)) (C))				_	-				(Check all applicable)				
(Last)	, , , , , , , , , , , , , , , , , , ,					10n			Director 10% Owner				
208 S. AKARD STREET			(Month/Day/Year) 12/31/2014						X_ Officer (give title Other (specify				
			12,01,	_01.				l	pelow) Sr Fyec VI	below) P and Gen. Co	unsel		
	(Street)		1 If A	andmant :	Doto Onio	nimal							
(Sileet)				4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line)				
			I ned(m	ondin Day, 1	<i>(</i>			_	X_ Form filed by On				
DALLAS,	TX 75202								Form filed by Mo Person	ore than One Rep	porting		
(City)	(State)	(Zip)	Та	blo I. Nom	Dominio	ivo Co		og A og w	ined Dianeged of	an Danafiaiall	v. Ovenod		
								-	ired, Disposed of,		•		
1.Title of Security	2. Transaction Date (Month/Day/Year)			3. Transacti			_	red (A)	5. Amount of Securities	6. Ownership	7. Nature of Indirect		
(Instr. 3) any				Code (Instr. 3, 4 and 5)					Beneficially	Form: B	Beneficial		
		(Month/D	ay/Year)	(Instr. 8)					Owned Following	Direct (D) or Indirect	Ownership (Instr. 4)		
							()		Reported	(I)	(111511. 4)		
							(A) or		Transaction(s)	(Instr. 4)			
				Code V	Amo	ount	(D)	Price	(Instr. 3 and 4)				
Common	10/01/001			. (1)	0.4 7.4			\$	17.006.000		By		
Stock	12/31/2014			A <u>(1)</u>	815.4	212	A	33.59	45,386.2238	1	Benefit Plan		
Common											By		
Stock									9,070.6795	I	401(k)		
Common Stock									222,431	D			

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form

Edgar Filing: AT&T INC. - Form 4

displays a currently valid OMB control number.

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

1. Title of Derivative	2.	3. Transaction Date (Month/Day/Year)		4.	5. onNumber	6. Date Exerc		7. Titl		8. Price of Derivative	9. Nu Deriv
Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Tear)	any (Month/Day/Year)	Code (Instr. 8)	of			Under Secur	rlying	Security (Instr. 5)	Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

WATTS DONALD W 208 S. AKARD STREET DALLAS, TX 75202

Sr. Exec. VP and Gen. Counsel

Signatures

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

01/05/2015

**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) 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.

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.

Reporting Owners 2