AT&T INC. Form 4 March 03, 2015

FORM 4

OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16. Form 4 or Expires: January 31, 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

Form 4 or Form 5 obligations 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

Symbol

AT&T INC. [T]

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

STEPHENS JOHN JOSEPH

(Last)	(First)	(Middle) 3. Date of Earliest Transaction							(Check an approacte)					
` ,	` '	(Month/Day/Year) _							Director	10% Owi	ner			
208 S. AK								_ Officer (give title _	Other (sp					
200 S. AKARD STREET								belov	below) below)					
								Sr. Exec. VP and CFO						
	4. I	4. If Amendment, Date Original					6. In	Individual or Joint/Group Filing(Check						
	File							plicable Line)						
		_						_ Form filed by One Reporting Person						
DALLAS,							Perso	Form filed by More than One Reporting son						
(City)	(State)	(Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned												
1.Title of	2. Transaction Date	2A. Deemed	2A. Deemed 3. 4. Securities Acquired (A) o					(A) or	5. Amount of	6.	7. Nature			
Security	(Month/Day/Year)	Execution Date	* * * *						Securities	Ownership	of Indirect			
(Instr. 3)		any	Code		(Instr. 3, 4 and	15)			Beneficially	Form:	Beneficial			
		(Month/Day/Ye	ar) (Instr.	8)					Owned	Direct (D)	Ownership			
									Following Reported	or Indirect (I)	(Instr. 4)			
						(.	A)		Transaction(s)	(Instr. 4)				
							or		(Instr. 3 and 4)	(Instr. 1)				
			Code	V	Amount	(.	D)	Price	,		D			
Common			(4)					\$			By			
Stock	02/27/2015		$A^{(1)}$		47,704.8611	1 A	A	34.56	120,652.5525	I	Benefit			
Stock								51.50			Plan			
Common										_	By			
Stock									3,472.4564	I	401(k)			
											401(K)			
Common									94,394	D				
Stock									7-1,37-1	D				
Common														
Stock									163,302	I	By LP			
Stoon														

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

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title a	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orNumber	Expiration Date		Amount	of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	and 4)		Own
	Security				Acquired						Follo
	-				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									mannt		
									mount		
						Date Expiration Exercisable Date	Expiration	0			
							Title Number				
				G 1 17	(A) (D)			of			
				Code V	(A) (D)			S	hares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

STEPHENS JOHN JOSEPH 208 S. AKARD STREET DALLAS, TX 75202

Sr. Exec. VP and CFO

Signatures

/s/ Starlene Meyerkord, Attorney-in-fact

03/03/2015

**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.

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