

AT&T INC.
Form 4
June 04, 2014

FORM 4

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

OMB APPROVAL

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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 *
STEPHENS JOHN JOSEPH

(Last) (First) (Middle)
208 S. AKARD STREET
(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)
06/02/2014

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)
Sr. Exec. VP and CFO

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) | 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount Price | | | |
| Common Stock | 06/02/2014 | | M | 2,136 A | 76,670 | D | |
| Common Stock | 06/02/2014 | | F(2) | 2,136 D \$ 35.44 | 74,534 | D | |
| Common Stock | 06/02/2014 | | M | 2,549 A | 77,083 | D | |
| Common Stock | 06/02/2014 | | F(2) | 2,549 D \$ 35.44 | 74,534 | D | |
| Common Stock | 06/02/2014 | | M | 2,193 A | 76,727 | D | |

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| | | | | | | | | |
|--------------|------------|------------------|-------|---|----------|-------------|---|-----------------|
| Common Stock | 06/02/2014 | F ⁽²⁾ | 2,193 | D | \$ 35.44 | 74,534 | D | |
| Common Stock | 06/02/2014 | M | 525 | A | Ⓛ | 75,059 | D | |
| Common Stock | 06/02/2014 | F ⁽²⁾ | 525 | D | \$ 35.44 | 74,534 | D | |
| Common Stock | 06/02/2014 | M | 546 | A | Ⓛ | 75,080 | D | |
| Common Stock | 06/02/2014 | F ⁽²⁾ | 546 | D | \$ 35.44 | 74,534 | D | |
| Common Stock | | | | | | 3,155.0812 | I | By 401(k) |
| Common Stock | | | | | | 64,243.8895 | I | By Benefit Plan |
| Common Stock | | | | | | 163,302 | 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.

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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. Pr Deriv Secur (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Units (2013) ⁽³⁾ | \$ 0 | 06/02/2014 | | M | 2,136 | <u>(4)</u> | <u>(4)</u> | Common Stock | 2,136 |
| Restricted Stock Units | \$ 0 | 06/02/2014 | | M | 2,549 | <u>(4)</u> | <u>(4)</u> | Common Stock | 2,549 |

(2014) ⁽³⁾

| | | | | | | | | |
|------------------------------|------|------------|---|-------|------------|------------|-----------------|-------|
| Restricted Stock Units | \$ 0 | 06/02/2014 | M | 2,193 | <u>(4)</u> | <u>(4)</u> | Common Stock | 2,193 |
|------------------------------|------|------------|---|-------|------------|------------|-----------------|-------|

(2012) ⁽³⁾

| | | | | | | | | |
|---|------|------------|---|-----|------------|------------|-----------------|-----|
| Restricted Stock Units ⁽³⁾ | \$ 0 | 06/02/2014 | M | 525 | <u>(4)</u> | <u>(4)</u> | Common Stock | 525 |
|---|------|------------|---|-----|------------|------------|-----------------|-----|

| | | | | | | | | |
|---|------|------------|---|-----|------------|------------|-----------------|-----|
| Restricted Stock Units ⁽³⁾ | \$ 0 | 06/02/2014 | M | 546 | <u>(4)</u> | <u>(4)</u> | Common Stock | 546 |
|---|------|------------|---|-----|------------|------------|-----------------|-----|

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/ Stacey S. Maris, Secy., Attorney-in-fact | 06/04/2014 |
| <small>**Signature of Reporting Person</small> | <small>Date</small> |

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) Restricted stock units acquired pursuant to either the 2006 Incentive Plan or the 2011 Incentive Plan. Each unit is convertible into one share of issuer's common stock.
- (4) Units were vested on 6/2/2014 due to retirement eligibility; the units are distributable at the times, or upon the occurrence of certain events, as provided in the respective grant or plan.

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.