AT&T INC. Form 4 June 02, 2011

# FORM 4

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

OMB

**OMB APPROVAL** 

Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

January 31, 2005

0.5

Estimated average burden hours per

response...

if no longer subject to Section 16. Form 4 or

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

2. Issuer Name and Ticker or Trading

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

Symbol

AT&T INC. [T]

1(b).

Form 5

obligations

(Print or Type Responses)

WILKINS RAYFORD JR

1. Name and Address of Reporting Person \*

								(Check	all applicable	)	
(Last)	(First)	(Middle)	3. Date of	of Earliest	Transaction						
208 S. AKARD STREET			(Month/Day/Year) 05/31/2011					Director 10% Owner Selection Other (specify below) CEO-AT&T Diversified Bus.			
DALLAS,	4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting					
Dittelito,	1A 13202							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)		Date, if	3. Transacti Code (Instr. 8)	4. Securities of Disposed (Instr. 3, 4)  Amount	d of (I	<b>D</b> )	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 Beneficial Ownership (Instr. 4)	
Common Stock	05/31/2011			A <u>(1)</u>	704.943	A	\$ 31.56	24,748.9112	I	By Benefit Plan	
Common Stock								309,109.3316 (2) (3)	D		
Common Stock								8,060.4935	I	By 401(k)	
Common Stock								5.9016 <u>(4)</u>	I	By Spouse	
Common Stock								684.4727 <u>(5)</u>	I	By Spouse's	

**IRA** 

(9-02)

9. Nu Deriv Secu Bene Own Follo Repo Trans (Insti

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 required to respond unless the form 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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of
	Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate Amou		nt of	Derivative
	Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security
	(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)
		Derivative				Securities			(Instr.	3 and 4)	
		Security				Acquired					
		•				(A) or					
						Disposed					
						of (D)					
						(Instr. 3,					
						4, and 5)					
										Amount	
						Date	Expiration	m: .1	or		
							Exercisable	Date	Title	Number	
					~	(1) (B)				of	
					Code V	(A) (D)				Shares	

# **Reporting Owners**

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

WILKINS RAYFORD JR 208 S. AKARD STREET DALLAS, TX 75202

CEO-AT&T Diversified Bus.

## **Signatures**

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

06/02/2011

\*\*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).
- Represents shares purchased by the reporting person with automatic deductions from payroll and, to a limited extent, company matching **(1)** contributions, in the form of deferred stock units settled only in stock on a 1-for-1 basis as provided for in the plan.
- Includes 282.3975 shares acquired on 5/3/2011 at a price of \$31.4548 through reinvested dividends under broker-administered dividend **(2)** reinvestment plan.
- (3) Includes 385.4804 shares acquired on 5/2/2011 at a price of \$31.3224 through reinvested dividends under dividend reinvestment plan.

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- (4) Includes 0.0757 shares acquired on 5/2/2011 at a price of \$31.3224 through reinvested dividends under dividend reinvestment plan.
- (5) Includes 9.2307 shares acquired on 5/3/2011 at a price of \$31.4548 through reinvested dividends under broker-administered dividend reinvestment 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.