AT&T INC. Form 4/A February 15, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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5 Relationship of Reporting Person(s) to

if no longer subject to Section 16. Form 4 or Form 5

Check this box

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 Jaguar Nama and Tiakar or Tradina

(Print or Type Responses)

1. Name and Address of Reporting Person *

1(b).

COUGHLIN CATHERINE M			2. Issuer Name and Ticker or Trading Symbol AT&T INC. [T]					Issuer				
(Last)	(First)	(Middle)	3. Date of Earliest Transaction					(Check all applicable)				
208 S. AKARD STREET			(Month/Day/Year) 01/31/2013				X_ below	Director 10% Owner _X_ Officer (give title Other (specify below) Sr.EVP & Global Mktg. Officer				
F				4. If Amendment, Date Original Filed(Month/Day/Year) 02/04/2013				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
DALLAS,	TX 75202		02/01/	_010			I Perso	Form filed by More ton	han One Repor	ting		
(City)	(State)	(Zip)	Tal	ble I - Non	-Derivative Secu	rities .	Acquired	, Disposed of, or	Beneficially (Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution E any (Month/Day	Date, if	3. Transactic Code (Instr. 8)	4. Securities AccorDisposed of (D) (Instr. 3, 4 and 5	•	(A) or	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	01/31/2013			D(1)	29,045.3845 (2)	D	\$ 34.79	40,651.7824	I	By Benefit Plan		
Common Stock	01/31/2013			F(3)	16,177.8155 (2)	D	\$ 34.79	69,697.1669	I	By Benefit Plan		

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

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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	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration Date		Amount	t 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)						
								^	mount		
									mount		
						Date	Expiration Date	or Title Number of			
						Exercisable					
				C + V	(A) (D)						
				Code V	(A) (D)			S	hares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

COUGHLIN CATHERINE M 208 S. AKARD STREET DALLAS, TX 75202

Sr.EVP & Global Mktg. Officer

Signatures

/s/ Nancy H. Justice, Attorney-in-fact

02/15/2013

Date

**Signature of Reporting Person

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 performance shares distributed in cash, after taxes.
- Amended to reflect actual shares withheld as a result of re-calculation of shares needed to satisfy federal taxes on distribution of performance shares.
- (3) Mandatory tax withholding on distribution of performance shares.

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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