AT&T INC. Form 4 January 06, 2014

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.

January 31, Expires: 2005

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

Estimated average burden hours per response... 0.5

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

1(b).

(Print or Type Responses)

1. Name and Ad ANDERSON	^	_	2. Issuer Name and Ticker or Trading Symbol AT&T INC. [T]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				
			(Month/Day/Year)	X Director 10% Owner			
208 S. AKARD			01/02/2014	Officer (give title below) Other (specify below)			
(Street) DALLAS, TX 75202			4. If Amendment, Date Original 6. Individual or Joint/Group				
			Filed(Month/Day/Year) Applicable Line)				
				X Form filed by One Reporting Person Form filed by More than One Reporting Person			
(C:+-)	(04-4-)	(7:)					

(City)	(State)	(Zip) Tab	ole I - Non-	Derivative Se	curiti	es Acquii	red, Disposed of,	or Beneficially	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	Cransaction Disposed of (D) Code (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 Indirect Beneficial Ownership (Instr. 4)	
Common	01/02/2014		Code V M	Amount 257.4746	(D)	Price \$ 0	31,761.4746	D	
Stock Common	01/02/2014		D(1)	257.4746			ŕ	D	
Stock	01/02/2017		<u> </u>	237.4740	ט	35.12	31,304	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 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)

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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 orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		e Expiration Date (Month/Day/Year) (A) or of (D)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Deferral Shares	<u>(2)</u>	01/02/2014		M		257.4746	(2)	(2)	Common Stock	257.4746

Reporting Owners

Reporting Owner Name / Address	Relationships							
• 0	Director	10% Owner	Officer Other					
ANDERSON REUBEN V 208 S. AKARD DALLAS, TX 75202	X							

Signatures

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

**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).
- Pursuant to the terms of the BellSouth Non-Qualified Deferred Compensation Plan for Non-Employee Directors and Certain Executives,
- (1) the price of these phantom deferral shares was calculated based on the average high and low sales prices of AT&T common stock on the NYSE on Jan. 2, 2014.
- (2) Acquired pursuant to various BellSouth Corporation director deferral plans. Each unit is converted into the equivalent value in cash of one share of AT&T common stock and distributed at the election of the reporting person.

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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