AT&T INC. Form 4/A February 17, 2015

## FORM 4

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

**OMB** 3235-0287

Check this box if no longer

Number: January 31, Expires: 2005

**OMB APPROVAL** 

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to **SECURITIES** Section 16. Form 4 or

Estimated average burden hours per response... 0.5

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 Address of Reporting Person * COUGHLIN CATHERINE M			2. Issuer Name <b>and</b> Ticker or Trading  Symbol					5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	AT&T INC. [T]  3. Date of Earliest Transaction				(Check all applicable)				
, ,	ARD STREET	(Made)		/Day/Year)			X below	_ Director _ Officer (give title w) Sr.EVP & Glob	below)	pecify	
F				4. If Amendment, Date Original Filed(Month/Day/Year) 02/02/2015				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Tal	ble I - Nor	-Derivative Secu	ırities	Acquired	, Disposed of, or	Beneficially (	Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deeme Execution I any (Month/Da	Date, if	3. Transacti Code (Instr. 8)	4. Securities Ac orDisposed 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	01/29/2015			F(1)	14,556.1153 (2)	D	\$ 32.96	64,335.8576	I	By Benefit Plan	
Common Stock	01/29/2015			D(3)	20,078.8347 (2)	D	\$ 32.96	44,257.0229	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 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 or 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)		
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units (2015)	<u>(4)</u>	01/29/2015		A	43,613 (5)	<u>(6)</u>	<u>(6)</u>	Common Stock	43,613	

## **Reporting Owners**

Reporting Owner Name / Address	Ketationships						
	Director	10% Owner	Officer	Other			

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

Sr.EVP & Global Mktg. Officer

Relationshins

De Se (In

## **Signatures**

/s/ Stacey S. Maris, Secy., Attorney-in-fact 02/17/2015

\*\*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) Mandatory tax withholding on distribution of performance shares.
- (2) 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) Represents performance shares distributed in cash, after taxes.
- (4) Restricted stock units convert into common stock on a one-for-one basis.
- (5) Corrected.
- (6) Restricted stock units acquired pursuant to the 2011 Incentive Plan. Each unit will convert into one share of issuer's common stock. Units vest and distribute on 1/29/2019. Vesting (but not distribution) is accelerated on retirement eligibility.

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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