AT&T INC. Form 4 March 12, 2014

### FORM 4

#### OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

Expires: January 31, 2005

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

Issuer

Section 16. 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

2. Issuer Name and Ticker or Trading

Symbol

AT&T INC. [T]

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

STEPHENSON RANDALL L

		711	Mar ne. [1]			(Check all applicable)			
(Last) (First) (M		(Mo	3. Date of Earliest Transaction (Month/Day/Year) 03/10/2014			_X Director 10% Owner Other (specify below) Chairman, CEO and President			
	(Street)		ed(Month/Day/Year) A			o. Individual or Joint/Group Filing(Check Applicable Line)  X_ Form filed by One Reporting Person			
DALLAS,	TX 75202			Per	Form filed by More than One Reporting 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)	2A. Deemed Execution Date, any (Month/Day/Ye	c, if TransactionDispo Code (Instr. ear) (Instr. 8)	curities Acquire osed of (D) . 3, 4 and 5)  (A) or mount (D)	` '	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	03/10/2014		F(1) 7,543	3.7719 D	\$ 32.51	169,557.8464	I	By Benefit Plan	
Common Stock						3,650.2068	I	By 401(k)	
Common Stock						177,579 (2)	D		
Common Stock						856,128	I	By LP	

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)		4.	5. onNumber	6. Date Exerc Expiration D		7. Titl		8. Price of Derivative	9. Nu Deriv
Security (Instr. 3)	or Exercise Price of Derivative Security	(Month/Day/Tear)	any (Month/Day/Year)	Code (Instr. 8)	of	(Month/Day/e		Under Securi	rlying	Security (Instr. 5)	Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

### **Reporting Owners**

Reporting Owner Name / Address	Relationships					
reporting of their remains a remainder	Director	10% Owner	Officer	Other		
STEPHENSON RANDALL L 208 S. AKARD STREET DALLAS, TX 75202	X		Chairman, CEO and President			

### **Signatures**

/s/ Ann E. Meuleman, Secy.,
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).
- (1) Mandatory tax withholding on distribution from benefit plan.
- (2) Reflects transfer of 11,505 shares owned indirectly by benefit plan to direct ownership due to distribution from benefit 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.

Reporting Owners 2