AT&T INC. Form 4 February 03, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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January 31, Expires: 2005

OMB APPROVAL

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if no longer

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

1(b).

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person ** ROCHE JOYCE M		Symbol		5. Relationship of Reporting Person(s) to Issuer			
<i>(</i> T. 1)	(Fig. 1)		INC. [T]	(Check all applicable)			
(Last)	(First)		of Earliest Transaction				
		`	/Day/Year)	_X_ Director 10% Owner			
208 S. AKA	ARD STREET	01/30/	2015	Officer (give title Other (specify below)			
	(Street)	4. If An	nendment, Date Original	6. Individual or Joint/Group Filing(Check			
			(onth/Day/Year)	Applicable Line)			
DALLAS,	ГХ 75202			_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip) Ta	ble I - Non-Derivative Securities A	acquired, Disposed of, or Beneficially Owned			
1.Title of	2. Transaction Dat	e 2A. Deemed	3. 4. Securities Acquire	d 5. Amount of 6. Ownership 7. Nature of			
Security	(Month/Day/Year)	Execution Date, if	f Transaction(A) or Disposed of (I	D) Securities Form: Direct Indirect			
(Instr. 3)		any	Code (Instr. 3, 4 and 5)	Beneficially (D) or Beneficial			
		(Month/Day/Year	(Instr. 8)	Owned Indirect (I) Ownership			
				Following (Instr. 4) (Instr. 4)			
			(A)	Reported Transaction(s)			
			or	(Instr. 3 and 4)			
			Code V Amount (D) Pri	ce (mstr. 5 and 1)			
Common Stock	01/30/2015		$A_{(1)}$ 455 A $\frac{\$}{32}$	o ₂ 4,217 D			

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)

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1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	Execution Date, if any	Code	5. Number of or	red	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	(A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code V	(A) ((D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Deferred Stock Units	(2)	01/30/2015		A	1,873.4176		(2)	(2)	Common Stock	1,873.41

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
ROCHE JOYCE M 208 S. AKARD STREET DALLAS, TX 75202	X					

Signatures

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

02/03/2015

**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) Acquisition of shares at fair market value in lieu of retainer fees pursuant to the AT&T Inc. Non-Employee Director Stock Purchase Plan.
 - Acquisition of deferred stock units pursuant to the AT&T Inc. Non-Employee Director Stock and Deferral Plan. After the reporting
- (2) person ceases to be a director, each unit is paid out in cash equal to the value of one share of AT&T common stock at times elected by the director.

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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