Lee Lori M Form 4 February 04, 2019

FORM 4

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

OMB Number:

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

\$

30.06

17,838.3779 D

9,533.9511

I

January 31, Expires: 2005

3235-0287

OMB APPROVAL

Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or

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

2. Issuer Name and Ticker or Trading

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations 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

AT&T INC. [T]

Symbol

1(b).

Lee Lori M

(Print or Type Responses)

Common 01/31/2019

Stock

1. Name and Address of Reporting Person *

208 S. AKARD STREET (Month/Day/Year) (Month/Day/Year) (Director X_ Officer (give title below) CEO-AT&T LatAm&GlobalMktgOfcr (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) Applicable Line) X_ Form filed by One Reporting Person Form filed by More than One Reporting Person Form filed by More than One Reporting Person Form filed by More than One Reporting Person C(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date Security (Month/Day/Year) (Month/Day/Year) Applicable Line) X_ Form filed by One Reporting Person Form filed by More than One Reporting Person Form filed by One Reporting Person Form fi										(Check all	applicable)		
208 S. AKARD STREET 01/31/2019 4. If Amendment, Date Original Filed(Month/Day/Year) OALLAS, TX 75202 (City) (State) (State) (Zip) Table I - Non-Derivative Securities Recurity (Instr. 3) (Instr. 3) (Month/Day/Year) (Instr. 3) (Month/Day/Year) (Month/Da	(Last)	(First)	(Middle)	3. Date	of Earli	est [Transaction						
Filed(Month/Day/Year) File					· ·				belov	X_ Officer (give title Other (specify below)			
City (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned	Filed(M				d(Month/Day/Year)				Appli _X_ l F	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
1.Title of Security (Instr. 3) 2. Transaction Date Security (Instr. 3) 2. Transaction Date Securities Acquired (A) or Securities Acquired (A) or Securities Acquired (B) or Securitie									1 0180	11			
Security (Instr. 3) (Month/Day/Year) Execution Date, if any (Month/Day/Year) TransactionDisposed of (D) Code (Instr. 3, 4 and 5) (Instr. 3, 4 and 5) Securities Beneficially (Instr. 4) Owned Pollowing Reported (Instr. 4) Form: Direct (D) Ownership Following (Instr. 4) Common Stock 01/31/2019 A(1) 302.7569 A(2) 29,412 A(3) 38,945.9511 I By Benefit Plan Common Stock 01/31/2019 F(4) 11,573.6221 D(3) 006 27,372.329 I By Benefit Plan	(City)	(State)	(Zip)	Ta	ble I - N	lon-	Derivative Secu	rities A	Acquired	, Disposed of, or	Beneficially (Owned	
Common Stock 01/31/2019 A(1) 302.7569 A(2) \$30.06 9,533.9511 I By Benefit Plan Common Stock 01/31/2019 A(2) 29,412 A(3) 38,945.9511 I By Benefit Plan Common Stock 01/31/2019 F(4) 11,573.6221 D(3) 27,372.329 I By Benefit Plan	Security		Execution I any	Date, if	Transa Code (Instr.	8)	onDisposed of (D) (Instr. 3, 4 and 5	(A) or		Securities Beneficially Owned Following Reported Transaction(s)	Ownership Form: Direct (D) or Indirect (I)	of Indirect Beneficial Ownership	
Common Stock 01/31/2019 $A^{(2)}$ 29,412 $A^{(3)}$ 38,945.9511 I Benefit Plan $Common$ Stock 01/31/2019 $F^{(4)}$ 11,573.6221 $D^{(4)}$ 30,06 27,372.329 I Benefit		01/31/2019			A <u>(1)</u>		302.7569	A	\$ 30.06	9,533.9511	I	Benefit	
Stock 01/31/2019 $F_{\underline{4}}$ 11,573.6221 D $\frac{\$}{30.06}$ 27,372.329 I Benefit		01/31/2019			A(2)		29,412	A	(3)	38,945.9511	I	Benefit	
		01/31/2019			F(4)		11,573.6221	D		27,372.329	I	Benefit	

 $D^{(5)}$

By

Benefit

									Plan
Common Stock	02/01/2019	G	V	V 27,774	D	\$ 0	0	D	
Common Stock	02/01/2019	G	V	V 27,774	A	\$ 0	112,830	I	By Joint Trust
Common Stock							5,499.5989	I	By 401(k)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

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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. 5. Number of TransactionDerivative Code Securities (Instr. 8) 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 (2019)	<u>(6)</u>	01/31/2019		A	28,901	<u>(6)</u>	<u>(6)</u>	Common Stock	28,901

Relationships

Reporting Owners

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

Lee Lori M

208 S. AKARD STREET CEO-AT&T LatAm&GlobalMktgOfcr

DALLAS, TX 75202

Signatures

/s/ Starlene Meyerkord, Attorney-in-fact 02/04/2019

**Signature of Reporting Person Date

Reporting Owners 2

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 deferred stock units purchased by the reporting person with automatic payroll deductions and partial company matching contributions. Deferred stock units are settled only in stock on a 1-for-1 basis.
- (2) Distribution of performance shares.
- (3) Each performance share is equivalent in value to a share of common stock.
- (4) Mandatory tax withholding on distribution of performance shares.
- (5) Represents performance shares distributed in cash, after taxes.
- (6) Restricted stock units acquired pursuant to the 2018 Incentive Plan. Each unit will convert into one share of issuer's common stock. Units vest and distribute on 1/15/2023. 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.