AT&T INC. Form 4 February 02, 2015

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

Form 5 obligations

may continue. See Instruction 1(b).

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person * COUGHLIN CATHERINE M

2. Issuer Name and Ticker or Trading Symbol

AT&T INC. [T]

(Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)

208 S. AKARD STREET 01/29/2015

> (Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

OMB

Number:

Expires:

Estimated average burden hours per response... 0.5

OMB APPROVAL

3235-0287

January 31,

2005

(Check all applicable) Director 10% Owner Other (specify _X__ Officer (give title below) Sr.EVP & Global Mktg. Officer

5. Relationship of Reporting Person(s) to

Issuer

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person

6. Individual or Joint/Group Filing(Check

DALLAS, TX 75202

(Ctota)

| (City) | (State) | (Zip) Tal | ble I - No | on- | -Derivative Secur | rities A | Acquired | , Disposed of, or | Beneficially (| Owned |
|--------------------------------------|--------------------------------------|---|--|-----|-------------------|--|--|---|----------------|-----------------------|
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. 4. Securities Acquired (TransactionDisposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) | | (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 | | A(1) | | 34,634.95 | A | (2) | 78,891.9729 | I | By Benefit Plan |
| Common Stock | 01/29/2015 | | F(3) | | 14,605.9982 | D | \$ 32.96 | 64,285.9747 | I | By Benefit Plan |
| Common Stock | 01/29/2015 | | D <u>(4)</u> | | 20,028.9518 | D | \$ 32.96 | 44,257.0229 | I | By Benefit Plan |
| Common Stock | 01/29/2015 | | M | | 1,696 | A | <u>(5)</u> | 1,697.797 | D | |

Edgar Filing: AT&T INC. - Form 4

| Common Stock | 01/29/2015 | F(6) | | 1,696 | D | \$ 32.96 | 1.797 | D | |
|-----------------|------------|------|---|--------|---|-------------|-------------|---|--------------|
| Common Stock | 01/29/2015 | G | V | 10,000 | D | \$ 0 | 114,535 (7) | I | By Trust |
| Common Stock | | | | | | | 3,361.189 | 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)

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. Transactio Code (Instr. 8) | FransactionDerivative Code Securities | | 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>(5)</u> | 01/29/2015 | | A | 43,614 | | <u>(8)</u> | <u>(8)</u> | Common Stock | 43,614 |
| Restricted Stock Units (2015) | <u>(5)</u> | 01/29/2015 | | M | | 1,696 | <u>(8)</u> | <u>(8)</u> | Common Stock | 1,696 |

Relationships

Reporting Owners

| Reporting Owner Name / Address | return in po | | | | | | | |
|--------------------------------|--------------|-----------|------------------------------|-------|--|--|--|--|
| | Director | 10% Owner | Officer | Other | | | | |
| COUGHLIN CATHERINE M | | | | | | | | |
| 208 S AKARD STREET | | | Sr EVP & Global Mktg Officer | | | | | |

DALLAS, TX 75202 **Signatures**

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

**Signature of Reporting Person

Date

Reporting Owners 2

Edgar Filing: AT&T INC. - Form 4

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) Distribution of performance shares.
- (2) Performance shares convert into common stock on a one-for-one basis.
- (3) Mandatory tax withholding on distribution of performance shares.
- (4) Represents performance shares distributed in cash, after taxes.
- (5) Restricted stock units convert into common stock on a one-for-one basis.
- (6) Mandatory tax withholding on vesting of Restricted Stock Units due to retirement eligibility.
- (7) Reflects transfer of 28,059 shares owned directly to indirect ownership by trust.
- (8) 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.