

AT&T INC.
Form 8-K
May 04, 2010

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934

Date of report (Date of earliest event reported) April 30, 2010

AT&T INC.
(Exact Name of Registrant as Specified in Charter)

| | | |
|--|---------------------------------------|--|
| Delaware (State or Other Jurisdiction of Incorporation) | 1-8610 (Commission File Number) | 43-1301883 (IRS Employer Identification No.) |
|--|---------------------------------------|--|

| | |
|--|------------------------|
| 208 S. Akard St., Dallas, Texas (Address of Principal Executive Offices) | 75202 (Zip Code) |
|--|------------------------|

Registrant's telephone number, including area code (210) 821-4105

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240-14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.07 Submission of Matters to a Vote of Security Holders

The annual meeting of the stockholders of AT&T Inc. was held on April 30, 2010, in Chattanooga, Tennessee. Stockholders representing 4,565,548,776 shares, or 77.26%, of the common shares outstanding as of the March 2, 2010 record date were present in person or were represented at the meeting by proxy. Final voting results are shown below. The percentages set out in the tables represent the ratio of the For or Against votes to the total votes cast. An abstention is not considered a cast vote.

Directors elected at the meeting (required the affirmative vote of a majority of the votes cast):

| Nominee | Votes Cast For | | Votes Cast Against | | Abstain | Broker Non-Votes |
|----------------------|----------------|-------|--------------------|------|------------|---------------------|
| | Number | % | Number | % | | |
| Randall Stephenson | 3,512,498,431 | 96.84 | 114,512,836 | 3.16 | 29,574,895 | 908,962,614 |
| Gilbert F. Amelio | 3,527,075,652 | 97.27 | 98,935,582 | 2.73 | 30,574,927 | 908,962,614 |
| Reuben V. Anderson | 3,569,466,893 | 98.44 | 56,694,385 | 1.56 | 30,424,883 | 908,962,614 |
| James H. Blanchard | 3,538,680,112 | 97.58 | 87,731,339 | 2.42 | 30,174,711 | 908,962,614 |
| Jaime Chico Pardo | 3,536,552,119 | 97.56 | 88,341,797 | 2.44 | 31,692,245 | 908,962,614 |
| James P. Kelly | 3,572,381,773 | 98.50 | 54,349,037 | 1.50 | 29,855,351 | 908,962,614 |
| Jon C. Madonna | 3,575,520,655 | 98.62 | 50,018,736 | 1.38 | 31,046,770 | 908,962,614 |
| Lynn M. Martin | 3,547,080,604 | 97.79 | 80,008,415 | 2.21 | 29,497,142 | 908,962,614 |
| John B. McCoy | 3,553,952,773 | 98.01 | 72,181,221 | 1.99 | 30,452,168 | 908,962,614 |
| Joyce M. Roché | 3,551,780,071 | 97.93 | 74,934,069 | 2.07 | 29,872,021 | 908,962,614 |
| Laura D'Andrea Tyson | 3,516,698,919 | 96.95 | 110,816,721 | 3.05 | 29,070,521 | 908,962,614 |
| Patricia P. Upton | 3,495,234,583 | 96.37 | 131,510,656 | 3.63 | 29,840,922 | 908,962,614 |

Approval of the following proposals required the affirmative vote of a majority of the votes cast. Other than the ratification of the independent auditors, the following proposals were submitted by stockholders.

| Proposal | Votes Cast For | | Votes Cast Against | | Abstain | Broker Non-Votes |
|---|----------------|-------|--------------------|-------|------------|---------------------|
| | Number | % | Number | % | | |
| Ratification of Ernst & Young LLP as Independent Auditors | 4,456,783,484 | 98.17 | 83,067,387 | 1.83 | 25,697,904 | |
| Cumulative Voting | 1,195,130,675 | 33.17 | 2,407,749,771 | 66.83 | 53,705,716 | 908,962,614 |
| Pension Credit Policy | 1,510,400,296 | 41.97 | 2,088,352,578 | 58.03 | 57,833,288 | 908,962,614 |
| Advisory Vote On Compensation | 1,668,226,861 | 46.75 | 1,900,268,992 | 53.25 | 88,089,709 | 908,963,214 |
| Special Stockholder Meetings | 1,557,659,756 | 43.35 | 2,035,951,001 | 56.65 | 62,973,300 | 908,964,719 |

Signature

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

AT&T INC.

Date: May 4, 2010

By: /s/ John J. Stephens
John J. Stephens
Senior Vice President and Controller