AT&T INC. Form 4 March 14, 2012

## FORM 4

### OMB APPROVAL

5. Relationship of Reporting Person(s) to

(Check all applicable)

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16. Form 4 or Form 5 GES IN BENEFICIAL OWNERSHIP OF

Expires: January 31, 2005

Issuer

Estimated average burden hours per response... 0.5

# STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

2. Issuer Name and Ticker or Trading

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

Symbol

AT&T INC. [T]

3. Date of Earliest Transaction

1(b).

(Last)

(Print or Type Responses)

WILKINS RAYFORD JR

1. Name and Address of Reporting Person \*

(First)

(Middle)

	()	(=)	() 3. Date	of Euricst Transaction						
208 S. AKARD STREET			(Month 03/12 <i>i</i>	/Day/Year) /2012		Director 10% Owner Specify Officer (give title Other (specify below) CEO-AT&T Diversified Bus.				
(Street)				mendment, Date Original		. Individual or Joint/Group Filing(Check				
DALLAS, TX 75202				Ionth/Day/Year)	-	pplicable Line) K_ Form filed by One Reporting Person _ Form filed by More than One Reporting erson				
	(City)	(State)	(Zip) Ta	able I - Non-Derivative Secu	ırities Acquii	red, 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 Acc TransactionDisposed of (D) Code (Instr. 3, 4 and 5 (Instr. 8)		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	03/12/2012			D \$ 31.44	23,630.9141 (2)	I	By Benefit Plan		
	Common Stock					352,007.2297 (2) (3)	D			
	Common Stock					8,255.9605	I	By 401(k)		
	Common Stock					6.1514	I	By Spouse		
	Common Stock					715.1107 (4)	I	By Spouse's		

**IRA** 

(9-02)

9. Nu Deriv

Secu

Bene Own Follo Repo Trans (Insti

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

#### 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. Transa Code (Instr.		of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	ınt of rlying	8. Price of Derivative Security (Instr. 5)
				Code	V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

## **Reporting Owners**

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

WILKINS RAYFORD JR 208 S. AKARD STREET DALLAS, TX 75202

CEO-AT&T Diversified Bus.

## **Signatures**

/s/ Ann E. Meuleman, Secy., Attorney-in-fact

03/14/2012

\*\*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.
- Reflects transfer of 5,814 shares owned indirectly in benefit plan to direct ownership due to distribution.
- Includes 317.4614 shares acquired on 2/2/12 at a price of \$29.8818 through reinvested dividends under broker-administered dividend (3)reinvestment plan.

**(4)** 

Reporting Owners 2

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Includes 10.3769 shares acquired on 2/2/12 at a price of \$29.8818 through reinvested dividends under broker-administered dividend reinvestment 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.