AT&T INC. Form 4 April 29, 2011

## FORM 4

#### OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

Expires: January 31, 2005

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue.

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

See Instruction 30(h) of the Investment Company Act of

1(b).

(Print or Type Responses)

	Address of Reporting LYNN M	Symbo	uer Name <b>and</b> Ticker or Trading l Γ INC. [T]	Issuer	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)				
(Last)	(First)	Middle) 3. Date	of Earliest Transaction	(CHECK	ан аррисавіс,	,			
		`	n/Day/Year)	_X_ Director					
208 S. AK	ARD STREET	04/28	/2011	Officer (give tine below)	below)	r (specify			
	(Street)	4. If A	mendment, Date Original	6. Individual or Join	6. Individual or Joint/Group Filing(Check				
		Filed(N	Aonth/Day/Year)	Applicable Line) _X_ Form filed by On					
DALLAS	, TX 75202			Form filed by Mo Person	re than One Rep	oorting			
(City)	(State)	(Zip) Ta	able I - Non-Derivative Securities	Acquired, Disposed of,	or Beneficiall	y Owned			
1.Title of	2. Transaction Date	2A. Deemed	3. 4. Securities Acquired	l (A) 5. Amount of	6.	7. Natu			
Security	(Month/Day/Year)	Execution Date if	Transactioner Disposed of (D)	Securities	Ownership	Indirect			

1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	1				5. Amount of Securities	6. Ownership	7. Nature of Indirect	
(Instr. 3)	` • · · ·	any (Month/Day/Year)	Code (Instr. 8)	(Instr. 3, 4 and 5)			Beneficially Owned	Form: Direct (D)	Beneficial Ownership	
			Code V	Amount	(A) or (D)	Price	Following Reported Transaction(s) (Instr. 3 and 4)	or Indirect (I) (Instr. 4)	(Instr. 4)	
Common Stock	04/28/2011		S	3,402.024 (1)	D	\$ 31.31	0	D		
Common Stock							789	I	By Trust	

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)

#### Edgar Filing: AT&T INC. - Form 4

1. Title of	2.	3. Transaction Date	3A Deemed	4.	5.	6. Date Exerc	cicable and	7. Tit	le and	8. Price of	9. Nu
	- <del>-</del> -										
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D		Amou		Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Unde	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	rities	(Instr. 5)	Bene
	Derivative		•		Securities			(Instr	. 3 and 4)		Owne
	Security				Acquired				, , , , ,		Follo
	Security				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	Date	Title	Number		
						Exercisable	Date		of		
				Code V	(A) (D)				Shares		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
r g	Director	10% Owner	Officer	Other			
MARTIN LYNN M							
208 S. AKARD STREET	X						
DALLAS, TX 75202							

## **Signatures**

/s/ Nancy H. Justice,
Attorney-in-fact
04/29/2011

\*\*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) Includes 51.8377 shares acquired on 2/1/2011 at a price of \$27.6516 through reinvested dividends under 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.

Reporting Owners 2