AT&T INC. Form 4 January 03, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB 3235-0287

OMB APPROVAL

Number:

Expires:

January 31, 2005

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if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

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)

12/31/2013

Stock

See Instruction

1(b).

1. Name and Address of Reporting Person * ANDERSON REUBEN V			2. Issuer Name and Ticker or Trading Symbol AT&T INC. [T]					5. Relationship of Reporting Person(s) to Issuer			
(Last)	, ,	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)				_X	(Check all applicable) _X Director 10% Owner Officer (give title Other (specify			
208 S. AKARD (Street)			12/31/2013 4. If Amendment, Date Original					below) 6. Individual or Joint/Group Filing(Check			
	Filed(Month/Day/Year) Appli _X_ I					olicable Line) Form filed by One Reporting Person					
DALLAS,	TX 75202						Pers	Form filed by More on	than One Repor	ting	
(City)	(State)	(Zip)	Ta	ble I - Nor	n-Derivative Sec	curities	Acquire	d, Disposed of, or	Beneficially (Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution I any (Month/Day	Date, if	3. Transacti Code (Instr. 8)	4. Securities A orDisposed of (I (Instr. 3, 4 and 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	12/31/2013			M	2,750.9113	A	\$0	34,254.9113	D		
Common	12/31/2013			D (1)	2 750 0113	D	\$	31.504	D		

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

 $D_{-}^{(1)}$

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

31,504

35.575

D

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

2,750.9113 D

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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. Transaction Code (Instr. 8)	5. Number of or Derivative Securities 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 of Number of Shares
Phantom Deferral Shares	(2)	12/31/2013		M		2,750.9113	(2)	(2)	Common Stock	2,750.91

Reporting Owners

Reporting Owner Name / Address	Relationships						
•	Director	10% Owner	Officer Other				
ANDERSON REUBEN V 208 S. AKARD DALLAS, TX 75202	X						

Signatures

/s/ Nancy H. Justice, Attorney-in-fact 01/03/2014

**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).
- Pursuant to the terms of the BellSouth Corporation Directors Compensation Deferral Plan, the price of these phantom deferral units was (1) calculated based on the average of the high and low sales prices of AT&T common stock on the NYSE on the last trading day of each of the three calendar months preceding the distribution date.
- (2) Acquired pursuant to various BellSouth Corporation director deferral plans. Each unit is converted into the equivalent value in cash of one share of AT&T common stock and distributed at the election of the reporting person.

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.

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