

AT&T INC.
Form 4
February 04, 2013

FORM 4

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

OMB APPROVAL

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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 *
CICCONI JAMES W

(Last) (First) (Middle)
208 S. AKARD STREET
(Street)

DALLAS, TX 75202

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
AT&T INC. [T]

3. Date of Earliest Transaction
(Month/Day/Year)
01/31/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
SrEVP-Ext & Legis Affairs

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities 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. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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)		
			Code	V	Amount	Price			
Common Stock	01/31/2013		M		2,209	\$ 0	226,720	D	
Common Stock	01/31/2013		F ⁽¹⁾		2,209	\$ 34.79	224,511	D	
Common Stock	01/31/2013		A ⁽²⁾		73,218.2	\$ 0	73,218.2	I	By Benefit Plan
Common Stock	01/31/2013		F ⁽³⁾		34,962.4059	\$ 34.79	38,255.7941	I	By Benefit Plan
	01/31/2013		D ⁽⁴⁾		38,255.7941	0	0	I	

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Common Stock	\$ 34.79		By Benefit Plan
Common Stock	9,058.3526	I	By 401(k)

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

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(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. Transaction Code (Instr. 8)	5. Number of 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)	Amount or Number of Shares
				Code V (A) (D)		Date Exercisable Expiration Date	Title	
Restricted Stock Units (2013)	\$ 0	01/31/2013		A	51,380	(5) (5)	Common Stock	51,380
Restricted Stock Units (2013)	\$ 0	01/31/2013		M	2,209	(5) (5)	Common Stock	2,209

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CICCONI JAMES W 208 S. AKARD STREET DALLAS, TX 75202			SrEVP-Ext & Legis Affairs	

Signatures

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

02/04/2013

__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 vesting of Restricted Stock Units due to retirement eligibility.
- (2) Distribution of performance shares.
- (3) Mandatory tax withholding on distribution of performance shares.
- (4) Represents performance shares distributed in cash, after taxes.
- (5) Restricted stock units acquired pursuant to 2011 Incentive Plan. Each unit will convert into one share of issuer's common stock. Units vest on 1/31/2017. 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.

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