STANKEY JOHN T

Form 4 January 31, 2011

### FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**OMB APPROVAL** 

3235-0287

January 31,

2005

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**OMB** 

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

281,668 (4)

D

Estimated average

burden hours per

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** Form 5 obligations

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

2. Issuer Name and Ticker or Trading

1(b).

Common

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person \*

may continue.

See Instruction

STANKEY JOHN T			Symbol AT&T INC. [T]			Issu	(Check all applicable)				
(Last) (First) (Middle) 208 S. AKARD STREET			3. Date of Earliest Transaction (Month/Day/Year) 01/27/2011				Director 10% Owner X Officer (give title Other (specify below) Pres. & CEO, AT&T Corp.				
DALLAS	(Street)		Filed(Month/Day/Year)  A			App _X_	6. Individual or Joint/Group Filing(Check Applicable Line)  X_ Form filed by One Reporting Person  Form filed by More than One Reporting				
(City)	(State)	(Zip) T.	Person						J		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	1	3. 4. Securities Acquired (A) TransactionDisposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)  (A) or Code V Amount (D) P.		_	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	01/27/2011		A <u>(1)</u>	86,879.76	A	\$ 0	128,413.8921	I	By Benefit Plan		
Common Stock	01/27/2011		F(2)	29,043.6692	D	\$ 28.13	99,370.2229	I	By Benefit Plan		
Common Stock	01/27/2011		D(3)	28,918.0908	D	\$ 28.13	41,534.1312 ( <u>4)</u>	I	By Benefit Plan		

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Common Stock	2,658.6538	I	By 401(k)
Common Stock	100,566	I	By Family Trust

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

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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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed (D) (Instr. 3, 4, and 5)	Expiration D (Month/Day	ate	7. Title and A Underlying S (Instr. 3 and	Securities	8 I S (
				Code V	(Α) (Σ	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	<u>(5)</u>	01/27/2011		A	77,320	<u>(5)</u>	(5)	Common Stock	77,320	

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
•	Director	10% Owner	Officer	Other		
STANKEY JOHN T						
208 S. AKARD STREET			Pres. & CEO, AT&T Corp.			

### **Signatures**

**DALLAS, TX 75202** 

/s/ Ann E. Meuleman, Secy.,
Attorney-in-fact
01/31/2011

\*\*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) Total performance shares distributed.

Reporting Owners 2

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- (2) Mandatory tax withholding on distribution of performance shares.
- (3) Represents portion of the performance shares distributed in cash, after taxes.
- (4) Reflects transfer of 28,918 shares from indirect to direct due to distribution of performance shares.
- (5) Restricted stock units acquired pursuant to 2006 Incentive Plan. Each unit will convert into one share of Issuer's common stock. Units vest on 01/27/2015. 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. 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.