STANKEY JOHN T

Form 4 April 04, 2011

# FORM 4

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

**OMB APPROVAL OMB** 

3235-0287 Number:

Expires:

5. Relationship of Reporting Person(s) to

January 31, 2005

0.5

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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

2. Issuer Name and Ticker or Trading

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

STANKEY JOHN T			Symbol AT&T INC. [T]						Issuer				
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)					(Check all applicable) Director 10% Owner					
208 S. AKARD STREET			03/31/2011						X Officer (give title Other (specify below) Pres. & CEO, AT&T Corp.				
	4. If Amendment, Date Original Filed(Month/Day/Year)						6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person						
DALLAS,	TX 75202								Form filed by M Person	fore than One Rep	porting		
(City)	(State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned												
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Yea	ned n Date, if Day/Year)	(A) or				of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	rities Ownership II reficially Form: Direct B red (D) or C rowing Indirect (I) (I rotted (Instr. 4) red (Instr. 4)				
Common Stock	03/31/2011			Code A(1)	V	Amount 173.843	(D)	Price \$ 30.6	41,324.1477	I	By Benefit Plan		
Common Stock	03/11/2011			G	V	916	D	\$0	252,750	D			
Common Stock	03/11/2011			G	V	916	A	\$0	130,398	I	By Family Trust		
Common Stock									2,923.8744	I	By 401(k)		

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

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SEC 1474 (9-02)

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

1. Title of	2.	3. Transaction Date		4.	5.	6. Date Exerc		7. Title		8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration D	Expiration Date		it of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
Derivative				, , ,	Securities	es		(Instr. 3	(Instr. 3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						(IIIsti
					4, and 5)						
					4, and 3)						
									Amount		
						Data	Evaluation		or		
						Date Expiration Exercisable Date	Title 1	Title Number			
							Date	(	of		
				Code V	(A) (D)				Shares		

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

STANKEY JOHN T 208 S. AKARD STREET DALLAS, TX 75202

Pres. & CEO, AT&T Corp.

## **Signatures**

/s/ Ann E. Meuleman, Secy., Attorney-in-fact 04/04/2011

\*\*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) Represents shares purchased by the reporting person with automatic deductions from payroll and, to a limited extent, company matching contributions, in the form of deferred stock units settled only in stock on a 1-for-1 basis as provided for in the 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.

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