AT&T INC. Form 4

#### September 01, 2011 FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Symbol

AT&T INC. [T]

**OMB APPROVAL** 

OMB 3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

Section 16.

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

Washington, D.C. 20549

30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

WILKINS RAYFORD JR

1. Name and Address of Reporting Person \*

					(Check all applicable)			
	(Last)	(First)	(Middle)	3. Date of Earliest Transaction				
208 S. AKARD STREET				(Month/Day/Year) 08/31/2011	Director 10% Owner _X_ Officer (give title Other (specify below)  CEO-AT&T Diversified Bus.			
(Street)				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 More than One Reporting Person			
	(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acq	uired, Disposed of, or Beneficially	Owned		
	1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution D any (Month/Day	Date, if Transaction Disposed of (D) Code (Instr. 3, 4 and 5)	5. Amount of Securities Ownership Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)  6. Ownership Form: Ownership Form: Ownership Form: Ownership Form: Ownership (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
	Common Stock	08/31/2011		$A_{\underline{(1)}}$ 781.1798 A $\begin{array}{ccc} \$ \\ 28.48 \end{array}$	27 272 0142 I	By Benefit Plan		
	Common Stock				309,125.0973 D			
	Common Stock				8,068.24 I	By 401(k)		
	Common Stock				5.9827 (3) I	By Spouse		
	Common Stock				684.4727 I	By Spouse's		

**IRA** 

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)

9. Nu

Deriv Secur Bene Own Follo Repo Trans (Instr

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

1. Title o	of 2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of
Derivativ	ve Conversion	(Month/Day/Year)	Execution Date, if	Transac	tionNumber	Expiration D	ate	Amou	nt of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8	) Derivative	e		Securi	ities	(Instr. 5)
	Derivative				Securities	3		(Instr.	3 and 4)	
	Security				Acquired					
					(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
									Amount	
						Date Expirat Exercisable Date	Expiration	Title Nu		
							*		Number	
									of	
				Code \	V (A) (D)				Shares	

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

WILKINS RAYFORD JR 208 S. AKARD STREET DALLAS, TX 75202

CEO-AT&T Diversified Bus.

#### **Signatures**

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

09/01/2011

\*\*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.
- (2) Includes 15.7657 shares acquired on 8/1/2011 at a price of \$29.5926 through reinvested dividends under dividend reinvestment plan.
- (3) Includes 0.0811 shares acquired on 8/1/2011 at a price of \$29.5926 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.

Reporting Owners 2

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