STEPHENS JOHN JOSEPH

Form 4 June 01, 2012

FORM 4

OMB APPROVAL

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB 3235-0287 Number:

5. Relationship of Reporting Person(s) to

Issuer

information contained in this form are not

required to respond unless the form

Check this box if no longer subject to Section 16.

Washington, D.C. 20549

January 31, Expires: 2005

Form 4 or Form 5

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

Estimated average burden hours per

obligations may continue. See Instruction

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

Symbol

response... 0.5

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

STEPHENS JOHN JOSEPH

		AT&T	Γ INC. [T]	(Check all applicable)								
(Last) (First) (208 S. AKARD STREET			e of Earliest Transaction n/Day/Year) /2012	Director 10% Owner X Officer (give title Other (specify below) Sr. Exec. VP and CFO								
DALLAG	(Street)		mendment, Date Original Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting								
DALLAS,	TX 75202			Person	31 3 3							
(City)	(State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned											
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		3. 4. Securities Acquired (A Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Pri	Securities Ownersl Beneficially Form: Owned Direct (I Following or Indire Reported (I) Transaction(s) (Instr. 4)	Beneficial O) Ownership oct (Instr. 4)							
Common Stock	05/31/2012		$A_{\underline{(1)}}$ 620.8954 A $\begin{array}{c} \$ \\ 34. \end{array}$	36,927.6961 I	By Benefit Plan							
Common Stock				179,026 D								
Common Stock				2,171.2559 I	By 401(k)							
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.												
Persons who respond to the collection of SEC 1474												

(9-02)

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displays a currently valid OMB control number.

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. Titl		8. Price of	9. Nu
Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transactic Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			Amou Under Securi (Instr.	lying	Derivative Security (Instr. 5)	Deriv Secur Bene Own Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

STEPHENS JOHN JOSEPH 208 S. AKARD STREET DALLAS, TX 75202

Sr. Exec. VP and CFO

Signatures

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

06/01/2012

**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 deferred stock units purchased by the reporting person with automatic payroll deductions and partial company matching contributions. Deferred stock units are settled only in stock on a 1-for-1 basis.

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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