

Quinn Robert W. Jr.
Form 4
February 05, 2018

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 *
Quinn Robert W. Jr.

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/01/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Sr.EVP-External & Leg. Affairs

DALLAS, TX 75202

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

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

(City) (State) (Zip)

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	(A) or (D)	Price		
Common Stock	02/01/2018		M		369	A	① 31,844.0188	D	
Common Stock	02/01/2018		F②		369	D	\$ 39.16 ③ 31,475.0188	D	
Common Stock	02/01/2018		A④		6,152.64	A	⑤ 21,883.4463	I	By Benefit Plan
Common Stock	02/01/2018		F⑥		1,921.9108	D	\$ 39.16 19,961.5355	I	By Benefit Plan
	02/01/2018		D⑦		4,230.7292	D	15,730.8063	I	

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Common Stock	\$			By Benefit Plan
	39.16			
Common Stock		6,131.6593	I	By 401(k)
Common Stock		270	I	By Wife

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)	8. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units (2018)	(1)	02/01/2018		A	8,491	(1) (1)	Restricted Stock Units	8,491
Restricted Stock Units (2018)	(1)	02/01/2018		M	369	(1) (1)	Restricted Stock Units	369

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Quinn Robert W. Jr. 208 S. AKARD DALLAS, TX 75202	Sr.EVP-External & Leg. Affairs

Signatures

/s/ Stacey S. Maris, Secy.,
Attorney-in-fact

02/05/2018

__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) Restricted stock units acquired pursuant to the 2016 Incentive Plan. Each unit will convert into one share of issuer's common stock. Units vest and distribute on 1/27/2022. Vesting (but not distribution) is accelerated on retirement eligibility
- (2) Mandatory tax withholding on vesting of Restricted Stock Units due to retirement eligibility.
- (3) Includes 359.9562 shares acquired on 2/1/2018 at a price of \$37.9130 through reinvested dividends under dividend reinvestment plan.
- (4) Distribution of performance shares.
- (5) Each performance share is equivalent in value to a share of common stock.
- (6) Mandatory tax withholding on distribution of performance shares.
- (7) Represents performance shares distributed in cash, after taxes.

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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