



Edgar Filing: AT&T INC. - Form 4

Common Stock	01/30/2014	F <sup>(4)</sup>	2,465	D	\$ 33.35	246,581	D	
Common Stock						9,861.7037	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 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.** 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 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)	Amount or Number of Shares
				Code V	(A) (D)	Date Exercisable Expiration Date	Title	
Restricted Stock Units (2014)	\$ 0	01/30/2014		A	57,346	<u>(5)</u> <u>(5)</u>	Common Stock	57,346
Restricted Stock Units (2014)	\$ 0	01/30/2014		M	2,465	<u>(5)</u> <u>(5)</u>	Common Stock	2,465

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
CICCONI JAMES W 208 S. AKARD STREET DALLAS, TX 75202	SrEVP-Ext & Legis Affairs

## Signatures

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

02/03/2014

\_\_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) Distribution of performance shares.
- (2) Mandatory tax withholding on distribution of performance shares.
- (3) Represents performance shares distributed in cash, after taxes.
- (4) Mandatory tax withholding on vesting of Restricted Stock Units due to retirement eligibility.
- (5) Restricted stock units acquired pursuant to the 2011 Incentive Plan. Each unit will convert into one share of issuer's common stock. Units vest on 1/30/2018. 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.