

BLASE WILLIAM A JR
 Form 4
 February 04, 2013

FORM 4

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

OMB APPROVAL

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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 *
BLASE WILLIAM A 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
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 01/31/2013

____ Director
 Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
Sr. Exec. VP-Human Resources

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	01/31/2013		M		1,551	A	\$ 0
Common Stock	01/31/2013		F ⁽¹⁾		1,551	D	\$ 34.79
Common Stock	01/31/2013		A ⁽²⁾		72,141.3	A	\$ 0
Common Stock	01/31/2013		F ⁽³⁾		30,314.9442	D	\$ 34.79
	01/31/2013		D ⁽⁴⁾		41,826.3558	D	\$ 35,509.7659

By Benefit Plan
 By Benefit Plan

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Common Stock					\$ 34.79				By Benefit Plan
Common Stock	01/31/2013		A ⁽⁵⁾	1,071.578	A	\$ 34.79	35,509.7659	I	By Benefit Plan
Common Stock							4,120.524	I	By 401(k)
Common Stock							63,228	I	By Joint Trust

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)		
					Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Restricted Stock Units (2013)	\$ 0	01/31/2013		A		39,882		<u>(6)</u>	<u>(6)</u>	Common Stock	39,882
Restricted Stock Units (2013)	\$ 0	01/31/2013		M		1,551		<u>(6)</u>	<u>(6)</u>	Common Stock	1,551

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BLASE WILLIAM A JR 208 S. AKARD STREET DALLAS, TX 75202			Sr. Exec. VP-Human Resources	

Signatures

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

02/04/2013

__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) Mandatory tax withholding on vesting of Restricted Stock Units upon becoming retirement eligible.
 - (2) Distribution of performance shares.
 - (3) Mandatory tax withholding on distribution of performance shares.
 - (4) Represents performance shares distributed in cash, after taxes.
 - (5) 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.
 - (6) Restricted stock units acquired pursuant to 2011 Incentive Plan. Each unit will convert into one share of issuer's common stock. Units vest on 1/31/2017. 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.