## Edgar Filing: AT&T INC. - Form 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction	COMMISSION NERSHIP OF e Act of 1934, f 1935 or Section			
1(b).				
(Print or Type Responses) 1. Name and Address of Reporting Per CICCONI JAMES W	rson <sup>*</sup> _ 2. Issuer Name <b>and</b> Ticker or Trading Symbol AT&T INC. [T]	5. Relationship of Reporting Person(s) to Issuer		
(Last) (First) (Mid 208 S. AKARD STREET	idle) 3. Date of Earliest Transaction (Month/Day/Year) 01/28/2011	(Check all applicable) <u>X</u> _Officer (give title 10% Owner below) SrEVP-Ext & Legis Affairs		
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	Individual or Joint/Group Filing(Check oplicable Line) K_ Form filed by One Reporting Person		
DALLAS, TX 75202		Form filed by More than One Reporting Person		
(City) (State) (Zi	ip) Table I - Non-Derivative Securities Acc	uired, Disposed of, or Beneficially Owned		
(Instr. 3) a	2A. Deemed 3. 4. Securities Acquired Execution Date, if Transactior(A) or Disposed of (D) Nonth/Day/Year) (Instr. 3, 4 and 5) (A) (A) (A) or Code V Amount (D) Price	5. Amount of Securities6.7. Nature of IndirectBeneficiallyOwnershipIndirectOwned(D) orOwnershipFollowingIndirect (I)(Instr. 4)Reported(Instr. 4)Transaction(s)(Instr. 3 and 4)(Instr. 4)(Instr. 4)		
Common 01/28/2011 Stock	$F_{(1)}$ 31,152 D $\$_{27.49}$	181,959 D		
Common Stock		7,361.7205 I By 401(k)		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 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. Transactio Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Under Secur	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne 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				
L O	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		0	1/31/2011		
**Signature of Reporting Person	1		Date		
Evalenation of De					

## **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.

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.