MILLER FORREST E

Form 4

February 01, 2011

FORM 4

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005 Estimated average

0.5

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

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

2. Issuer Name and Ticker or Trading

Symbol

burden hours per response...

5. Relationship of Reporting Person(s) to

Issuer

See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

MILLER FORREST E

1. Name and Address of Reporting Person *

		AT	AT&T INC. [T]				(Check all applicable)				
(Last) (First) 208 S. AKARD STREET		(Mo	ddle) 3. Date of Earliest Transaction (Month/Day/Year) 01/31/2011				Director 10% Owner Officer (give title Other (specify below)				
DALLAS,	(Street) TX 75202		4. If Amendment, Date Original Filed(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 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, any (Month/Day/Yea	Code	4. Securities A. onDisposed of (D (Instr. 3, 4 and)	d (A) or	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)		
Common Stock	01/31/2011		A <u>(1)</u>	1,050.1847	A	\$ 27.52	53,115.4971	I	By Benefit Plan		
Common Stock							148,572	D			
Common Stock							1,301.5515	I	By 401(k)		
Common Stock							170,419	I	By Family Trust		

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

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SEC 1474 (9-02)

9. Nu Deriv Secur Bene

Follo Repo Trans (Insti

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	3A. Deemed	4.	5.	6. Date Exerc	isable and	7. Titl	e and	8. Price of	9
	Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration Da	ate	Amou	int of	Derivative	J
	Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	,
(Instr. 3)		Price of		(Month/Day/Year)	(Instr. 8)	Derivative			Securities	(Instr. 5)]	
		Derivative				Securities			(Instr.	3 and 4)		(
,		Security				Acquired]
						(A) or						J
						Disposed						-
						of (D)						(
						(Instr. 3,						
						4, and 5)						
										A		
										Amount		
							Date	Expiration	m: .1	or		
						Exercisable I	Date	Title	Number			
				C 1 17	(A) (D)				of			
					Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

MILLER FORREST E 208 S. AKARD STREET DALLAS, TX 75202

Grp.Pres.-Corp. Strat. & Dev.

Signatures

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

02/01/2011

**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 shares purchased by the reporting person with automatic deductions from payroll and, to a limited extent, company matching contributions, in the form of deferred stock units settled only in stock on a 1-for-1 basis as provided for in the plan.

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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