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MILLER FO	ORREST E								
Form 4 February 02	. 2011								
2	OMB APPROVAL								
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549						3235-0287			
Check this box if no longer white to STATEMENT OF CHANGES IN BENEFICIAL OWNER					Expires:	January 31, 2005			
subject Section Form 4 Form 5	o 16. pr	SECURITIE		Estimated a burden hour response	verage				
Form 5 obligations may continue. See Instruction 1(b). 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)								
	Address of Reporting Person <u>*</u> ORREST E	2. Issuer Name and Ticker Symbol AT&T INC. [T]	•			5. Relationship of Reporting Person(s) to Issuer			
(Lost)	(First) (Middle)			(Check	all applicable)			
(Last) 208 S. AKA	(First) (Middle)	3. Date of Earliest Transacti (Month/Day/Year) 02/01/2011	-			Director 10% Owner X_ Officer (give title Other (specify below) Grp.PresCorp. Strat. & Dev.			
DALLAS,	(Street)	4. If Amendment, Date Orig Filed(Month/Day/Year)	inal	6. Individual or Joi Applicable Line) _X_ Form filed by O Form filed by M	ne Reporting Per	son			
				Person					
(City)	(State) (Zip)	Table I - Non-Derivati	ve Securities Acq	uired, Disposed of,	or Beneficiall	y Owned			
1.Title of Security (Instr. 3)	any	on Date, if Transaction(A) or	3, 4 and 5) (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	02/01/2011	F <u>(1)</u> 25,38	82 D ^{\$} 27.87	123,190	D				
Common Stock				1,301.5515	Ι	By 401(k)			
Common Stock				53,115.4971	Ι	By Benefit Plan			
Common Stock				170,419	I	By Family Trust			

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transact	ionNumber	Expiration D	Date	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day	/Year)	Under	lying	Security	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities	5		(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
					· · · ·						
									Amount		
						Date	Expiration		or		
						Exercisable	Date	Title	Number		
						Encreisable	Dute		of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships					
reporting o ther tante (reacted)	Director	10% Owner	Officer	Other		
MILLER FORREST E 208 S. AKARD STREET DALLAS, TX 75202			Grp.PresCorp. Strat. & Dev.			
Signatures						
/s/ Ann E. Meuleman, Secy., Attorney-in-fact		0	2/02/2011			

<u>**</u>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.

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.