Edgar Filing: ANDERSON REUBEN V - Form 4

ANDERSO	N REUBEN V										
Form 4											
	TORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION								OMB APPROVAL OMB 3235-028		
Washington, D.C. 20549Washington, D.C. 20549Check this box if no longer subject to Section 16.STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF 								Number: January 31, Expires: 2005 Estimated average burden hours per response 0.5			
(Print or Type	Responses)										
1. Name and Address of Reporting Person <u>*</u> ANDERSON REUBEN V			2. Issuer Name and Ticker or Trading Symbol AT&T INC. [T]					5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Chec					(Check	k all applicable)		
208 S. AKARD			(Month/Day/Year) 12/30/2011					_X_ Director10% Owner Officer (give titleOther (specify below) below)			
			Filed(Month/Day/Year)				Ap	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
	IA 73202						Per	rson		-	
(City)	(State)	(Zip)	Ta	ble I - Non	-Derivative Sec	curities	s Acquire	ed, Disposed of, o	or Beneficially	Owned	
1.Title of Security (Instr. 3) 2. Transaction Date 2A. Deemed Execution Date, if any (Month/Day/Year)			Date, if	3. 4. Securities Acquired (A) of TransactionDisposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A)				Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code V	Amount	or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)		
Common Stock	12/30/2011			M	2,482.8795	A	\$ 0	33,851.8795	D		
Common Stock	12/30/2011			D	2,482.8795	D	\$ 29.48 (2)	31,369	D		

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.

Edgar Filing: ANDERSON REUBEN V - Form 4

 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. Number of orDerivative 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	Amount of Number of Shares
Phantom Deferral Shares	<u>(1)</u>	12/30/2011		М		2,482.8795	<u>(1)</u>	<u>(1)</u>	Common Stock	2,482.87

Reporting Owners

Reporting Owner Name / Address	Relationships							
reporting o the rante trade of	Director	10% Owner	Officer Other					
ANDERSON REUBEN V 208 S. AKARD DALLAS, TX 75202	х							
Signatures								
/s/ Nancy H. Justice, Attorney-in-fact	01/04/2012							
**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) Dividend equivalents reinvested in additional phantom shares pursuant to various BellSouth Corporation director deferral plans. Upon distribution, each phantom share is paid in cash in an amount equal to the value of one share of AT&T common stock.

Pursuant to the terms of the BellSouth Corporation Directors Compensation Deferral Plan, the price of these phantom deferral units was

(2) calculated based on the average of the high and low sales prices of AT&T common stock on the NYSE on the last trading day of each of the three calendar months preceding the distribution date.

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.