AT&T INC. Form 4 January 30, 2013

FORM 4

Check this box

if no longer

subject to

Section 16.

Form 4 or

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

2. Issuer Name and Ticker or Trading

OMB Number:

5. Relationship of Reporting Person(s) to

(Check all applicable)

10% Owner

Issuer

Director

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

OMB APPROVAL

response...

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

Form 5 obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

Symbol

AT&T INC. [T]

(Month/Day/Year)

3. Date of Earliest Transaction

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person *

(First)

(Middle)

COUGHLIN CATHERINE M

208 S. AKARD STREET												
(Street)			Filed(Month/Day/Year)				Appl	6. Individual or Joint/Group Filing(Check Applicable Line)				
DALLAS, TX 75202							1	_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City) (State) (Zip) Table I - Non-Derivative Securities Acc						Acquired	uired, 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)	Code (Instr. 8)	4. Securities According (D) (Instr. 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	01/28/2013		Code V M	Amount 20,097.8861	(D)	Price \$ 0	20,099.5168	D			
	Common Stock	01/28/2013		F <u>(1)</u>	5,025.8861	D	\$ 34.13	15,073.6307	D			
	Common Stock							2,362.8678	I	By 401(k)		
	Common Stock							40,023.7774	I	By Benefit Plan		
	Common Stock							88,391	I	By 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)

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 on 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)	
	Security			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amoun Numbe Shares
Restricted Stock Units	<u>(2)</u>	01/28/2013		M	20,097.8861	(2)	(2)	Common Stock	20,09

Reporting Owners

Director 10% Owner Officer Other

COUGHLIN CATHERINE M 208 S. AKARD STREET DALLAS, TX 75202

Sr.EVP & Global Mktg. Officer

Signatures

/s/ Ann E. Meuleman, Secy., Attorney-in-fact 01/30/2013

**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.
- (2) Units vest 1/2 on 01/28/2013 and 1/2 on 01/28/2014.

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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