

STANKEY JOHN T

Form 4

February 05, 2018

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
STANKEY JOHN T

(Last) (First) (Middle)

208 S. AKARD STREET

(Street)

DALLAS, TX 75202

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
AT&T INC. [T]

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/01/2018

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)

SEVP-Merger Integration Planng

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 02/01/2018                              |                                                             | G V                                  | 50,438                                                                  | D \$ 0 0                                                                                                           | D                                                                       |                                                                   |
| Common<br>Stock                       | 02/01/2018                              |                                                             | G V                                  | 50,438                                                                  | A \$ 0 455,387                                                                                                     | I                                                                       | By<br>Family<br>Trust                                             |
| Common<br>Stock                       | 02/01/2018                              |                                                             | M                                    | 1,726                                                                   | A <u>1</u> 1,726                                                                                                   | D                                                                       |                                                                   |
| Common<br>Stock                       | 02/01/2018                              |                                                             | F <sup>(2)</sup>                     | 1,726                                                                   | D \$ 39.16 0                                                                                                       | D                                                                       |                                                                   |
| Common<br>Stock                       | 02/01/2018                              |                                                             | A <sup>(3)</sup>                     | 83,203.4                                                                | A <u>4</u> 124,825.1813                                                                                            | I                                                                       | By<br>Benefit                                                     |

|              |            |                  |             |   |          |             |   |                               |
|--------------|------------|------------------|-------------|---|----------|-------------|---|-------------------------------|
| Common Stock | 02/01/2018 | F <sup>(5)</sup> | 32,726.1022 | D | \$ 39.16 | 92,099.0791 | I | Plan<br>By<br>Benefit<br>Plan |
| Common Stock | 02/01/2018 | D <sup>(6)</sup> | 50,477.2978 | D | \$ 39.16 | 41,621.7813 | I | By<br>Benefit<br>Plan         |
| Common Stock |            |                  |             |   |          | 6,937.2405  | I | By<br>401(k)                  |
| Common Stock |            |                  |             |   |          | 120,000     | I | By LP                         |

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    |                              |                                     |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|--------------------|------------------------------|-------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V                                                                                                      | (A)                                                            | (D) | Date<br>Exercisable                                                 | Expiration<br>Date | Title                        | Amount<br>or<br>Number<br>of Shares |
| Restricted<br>Stock<br>Units<br>(2018)              | <u>(1)</u>                                                         | 02/01/2018                              |                                                             | A                                    |                                                                                                        | 46,284                                                         |     | <u>(1)</u>                                                          | <u>(1)</u>         | Restricted<br>Stock<br>Units | 46,284                              |
| Restricted<br>Stock<br>Units<br>(2018)              | <u>(1)</u>                                                         | 02/01/2018                              |                                                             | M                                    |                                                                                                        | 1,726                                                          |     | <u>(1)</u>                                                          | <u>(1)</u>         | Restricted<br>Stock<br>Units | 1,726                               |

## Reporting Owners

| Reporting Owner Name / Address                            | Relationships                    |
|-----------------------------------------------------------|----------------------------------|
|                                                           | Director 10% Owner Officer Other |
| STANKEY JOHN T<br>208 S. AKARD STREET<br>DALLAS, TX 75202 | SEVP-Merger Integration Planning |

## Signatures

/s/ Stacey S. Maris, Secy.,  
Attorney-in-fact

02/05/2018

\_\_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) Restricted stock units acquired pursuant to the 2016 Incentive Plan. Each unit will convert into one share of issuer's common stock. Units vest and distribute on 1/27/2022. Vesting (but not distribution) is accelerated on retirement eligibility
- (2) Mandatory tax withholding on vesting of Restricted Stock Units due to retirement eligibility.
- (3) Distribution of performance shares.
- (4) Each performance share is equivalent in value to a share of common stock.
- (5) Mandatory tax withholding on distribution of performance shares.
- (6) Represents performance shares distributed in cash, after taxes.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.  
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