

Donovan John
Form 3
February 08, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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

(Print or Type Responses)

| | | | | |
|---|---------|--------------------------------------|---|--|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Donovan John | | (Month/Day/Year) | AT&T INC. [T] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | 01/31/2012 | | |
| 208 S. AKARD | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | |
| DALLAS,Â TXÂ 75202 | | | <input type="checkbox"/> Sr Ex VP - AT&T Tech & Net Ops <input type="checkbox"/> Form filed by More than One Reporting Person | |
| (City) | (State) | (Zip) | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 88,120 | D | Â |
| Common Stock | 1,816.6235 | I | By 401(k) |
| Common Stock | 7,140.0197 | I | By Benefit Plan |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership |
|---|---|--|---------------------------|----------------------|--|
|---|---|--|---------------------------|----------------------|--|

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| | Date Exercisable | Expiration Date | (Instr. 4) Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | (Instr. 5) |
|---|------------------|-----------------|---------------------|----------------------------|------------------------------|--|------------|
| Employee Stock Option (Right to Buy) - SPDP | 06/15/2010 | 06/15/2019 | Common Stock | 908 | \$ 24.63 | D | Â |
| Employee Stock Option (Right to Buy) - SPDP | 02/16/2011 | 02/16/2020 | Common Stock | 1,283 | \$ 25.32 | D | Â |
| Employee Stock Option (Right to Buy) - SPDP | 06/15/2011 | 06/15/2020 | Common Stock | 914 | \$ 25.54 | D | Â |
| Employee Stock Option (Right to Buy) - SPDP | 02/15/2012 | 02/15/2021 | Common Stock | 1,301 | \$ 28.24 | D | Â |
| Restricted Stock Units | Â (1) | Â (1) | Common Stock | 25,329 | \$ 0 | D | Â |
| Restricted Stock Units | Â (2) | Â (2) | Common Stock | 25,940 | \$ 0 | D | Â |
| Restricted Stock Units (2012) | Â (3) | Â (3) | Common Stock | 26,740 | \$ 0 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Donovan John 208 S. AKARD DALLAS, TX 75202 | Â | Â | Â Sr Ex VP - AT&T Tech & Net Ops | Â |

Signatures

/s/ John M. Donovan
02/08/2012

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) Units vest on 01/27/2015. Vesting (but not distribution) is accelerated on retirement eligibility
- (2) Units vest 1/2 on 01/28/2013 and 1/2 on 01/28/2014. Vesting (but not distribution) is accelerated on retirement eligibility.
- (3) Units vest on 1/26/2016. Vesting (but not distribution) is accelerated on retirement eligibility.

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Remarks:

Exhibit List: Exhibit 24 - Power of Attorney

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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