Edgar Filing: AT&T INC. - Form 4/A

if no longer subject to Section 16. SECURITIES STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Section 16. SECURITIES 2005 Estimated average burden hours per									3235-0287 January 31, 2005 verage		
(Print or Type	e Responses)										
COUGHLIN CATHERINE M S					and Ticker or Ti	ading	Relationship of Reporting Person(s) to suer (Check all applicable)				
								Director 10% Owner Officer (give title Other (specify below) below) Sr.EVP & Global Mktg. Officer			
F			Filed(Month/Day/Year)Applicable Line)01/30/2012_X_ Form filed by C					int/Group Filing(Check One Reporting Person Lore than One Reporting			
(City)	(State)	(Zip)	Та	ble I - Nor	n-Derivative Se	curitie	es Acquir	ed, Disposed of,	or Beneficially	owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deema Execution any (Month/Da	Date, if	Code (Instr. 8)	4. Securities A orDisposed of ((Instr. 3, 4 and	D) d 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	01/26/2012			Code V $F^{(1)}$	Amount 24,106.239	(D) D	Price \$ 29.45	0	I	By Benefit Plan	
Common Stock	01/26/2012			D <u>(2)</u>	25,341.601 (3)	D	\$ 29.45	40,785.9659	I	By Benefit Plan	
Common Stock								25,341.5517 (3)	D		

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)

1

Edgar Filing: AT&T INC. - Form 4/A

required to respond unless the form displays a currently valid OMB control number.

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. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amoun	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	3 and 4)		Owne
	Security				Acquired						Follo
	-				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						Ì
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	Date	Title	Number		
				<u> </u>				of			
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
COUGHLIN CATHERINE M 208 S. AKARD STREET DALLAS, TX 75202			Sr.EVP & Global Mktg. Officer					
Signatures								
/s/ Starlene Meyerkord, Attorney-in-fact		02/16/2						
**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 distribution of performance shares.
- (2) Represents portion of the performance shares distributed in cash, after taxes.
- (3) Amended to reflect actual shares withheld as a result of re-calculation of shares needed to satisfy federal taxes on distribution of performance shares.

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.