AT&T INC. Form 4 March 03, 2015

FORM 4

OMB APPROVAL

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

Washington, D.C. 20549

January 31, Expires: 2005

Form 4 or Form 5 obligations STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

WATTS DONALD W

1. Name and Address of Reporting Person *

WATTS DONALD W			nbol "&T INC. [T] (Check all applicable)	(Check all applicable)				
(Last)	(First)		Oate of Earliest Transaction Onth/Day/Year) Director Output Director Director Director					
208 S. AKARD STREET			below) below)	X Officer (give title Other (specify below) Sr. Exec. VP and Gen. Counsel				
	(Street)		f Amendment, Date Original 6. Individual or Joint/Group Filing(Chard(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person	**				
DALLAS,	TX 75202		Form filed by More than One Reporting Person	ng				
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially O	wned				
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, any (Month/Day/Ye	if TransactiorDisposed of (D) Securities Ownership Code (Instr. 3, 4 and 5) Beneficially Form: ar) (Instr. 8) Owned Direct (D)	7. Nature of Indirect Beneficial Ownership (Instr. 4)				
Common Stock	02/27/2015		A(1) 45,323.7846 A \$ 92,190.0061 I	By Benefit Plan				
Common Stock			9 19 / 445 / 1	By 401(k)				
Common Stock			262,560 D					

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

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displays a currently valid OMB control

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		4.	5.	6. Date Exerc			le and	8. Price of	9. Nu
Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transactic Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			Secur	rlying	Derivative Security (Instr. 5)	Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

WATTS DONALD W 208 S. AKARD STREET DALLAS, TX 75202

Sr. Exec. VP and Gen. Counsel

Signatures

/s/ Starlene Meyerkord, Attorney-in-fact

03/03/2015

**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) Represents deferred stock units purchased by the reporting person with automatic payroll deductions and partial company matching contributions. Deferred stock units are settled only in stock on a 1-for-1 basis.

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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