

STEPHENS JOHN JOSEPH

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
STEPHENS JOHN JOSEPH

(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)

Sr. Exec. VP and CFO

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 Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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	02/01/2018		M	1,726	A <u>(1)</u>	338,529	D
Common Stock	02/01/2018		F <u>(2)</u>	1,726	D \$ 39.16	336,803	D
Common Stock	02/01/2018		A <u>(3)</u>	73,437.97	A <u>(4)</u>	145,449.2435	I By Benefit Plan
Common Stock	02/01/2018		F <u>(5)</u>	28,884.7647	D \$ 39.16	116,564.4788	I By Benefit Plan
	02/01/2018		D <u>(6)</u>	44,553.2053	D	72,011.2735	I

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Common Stock	\$ 39.16			By Benefit Plan
Common Stock	5,036.7365	I		By 401(k)
Common Stock	163,302	I		By LP

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

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(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 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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units (2018)	<u>(1)</u>	02/01/2018		A		46,284		<u>(1)</u>	<u>(1)</u>	Restricted Stock Units	46,284
Restricted Stock Units (2018)	<u>(1)</u>	02/01/2018		M		1,726		<u>(1)</u>	<u>(1)</u>	Restricted Stock Units	1,726

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
STEPHENS JOHN JOSEPH 208 S. AKARD STREET DALLAS, TX 75202	Sr. Exec. VP and CFO

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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