

STEPHENS JOHN JOSEPH
Form 4
February 05, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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

(Print or Type Responses)

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
208 S. AKARD STREET

(Street)

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

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Sr. Exec. VP and CFO

DALLAS, TX 75202

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

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

(City) (State) (Zip)

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 Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	02/01/2018		M		1,726	A	(\$1) 338,529	D	
Common Stock	02/01/2018		F(2)		1,726	D	\$ 39.16 336,803	D	
Common Stock	02/01/2018		A(3)		73,437.97	A	(\$4) 145,449.2435	I	By Benefit Plan
Common Stock	02/01/2018		F(5)		28,884.7647	D	\$ 39.16 116,564.4788	I	By Benefit Plan
	02/01/2018		D(6)		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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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 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.

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