## Edgar Filing: ROSE MATTHEW K - Form 4

ROSE MATT Form 4	HEW K									
January 04, 20	012									
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								PPROVAL 3235-0287		
Check this if no longe subject to Section 16 Form 4 or Form 5 obligation may contin <i>See</i> Instruct 1(b).	Filed pu Section 17	rsuant to s (a) of the	F CHAN	GES IN E SECURI 5(a) of the ility Hold	BENEFI TIES Securitioning Comp	CIAL OW	<b>NERSHIP OF</b> ge Act of 1934, f 1935 or Sectic 40	Expires: Estimated a burden hou response	irs per	
(Print or Type Ro	esponses)									
			2. Issuer Name <b>and</b> Ticker or Trading Symbol AT&T INC. [T]				5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)			neaction		(Chee	ck all applicable	e)	
208 S. AKARD STREET			3. Date of Earliest Transaction (Month/Day/Year) 12/30/2011				XDirector10% Owner Officer (give titleOther (specify below)below)			
	(Street)			ndment, Dato h/Day/Year)	e Original		6. Individual or J Applicable Line) _X_ Form filed by			
DALLAS, T	X 75202						Form filed by I Person	More than One Re	eporting	
(City)	(State)	(Zip)	Table	e I - Non-De	erivative S	ecurities Ac	quired, Disposed o	f, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year	r) Execution any	emed on Date, if Day/Year)	3. Transactio Code (Instr. 8)	4. Securit nAcquired Disposed (Instr. 3, 4	(A) or of (D)	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code V	Amount	<ul><li>(A)</li><li>or</li><li>(D) Price</li></ul>	Transaction(s) (Instr. 3 and 4)			
Common Stock							43,000	D		

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

Persons who respond to the collection of information contained in this form are not 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)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transacti Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) Disposed of (I (Instr. 3, 4, an 5)	or D)	6. Date Exerc Expiration D (Month/Day/	ate	7. Title and A Underlying S (Instr. 3 and 4	Securities
			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Deferred Stock Units	<u>(1)</u>	12/30/2011	А	198.4127		(1)	<u>(1)</u>	Common Stock	198.4127

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
Treporting of the round / round too	Director	10% Owner	Officer	Other		
ROSE MATTHEW K 208 S. AKARD STREET DALLAS, TX 75202	Х					
Signatures						
/s/ Nancy H. Justice, Attorney-in-fact		01/04/201	2			
**Signature of Reporting Person						

## **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).
- Acquisition of deferred stock units pursuant to the AT&T Inc. Non-Employee Director Stock and Deferral Plan. After the reporting
   (1) person ceases to be a director, each unit is paid out in cash equal to the value of one share of AT&T common stock at times elected by the director.

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.