

Geisse Andrew M  
Form 3  
February 07, 2012

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â Geisse Andrew M		(Month/Day/Year)	AT&T INC. [T]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
		01/31/2012		
208 S. AKARD STREET			(Check all applicable)	
(Street)			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below)    (specify below)	
DALLAS,Â TXÂ 75202			Sr Exec VP ATT Bus & Home Sol 6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(City)	(State)	(Zip)		

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	23,679	D	Â
Common Stock	2,245.4635	I	By 401(k)
Common Stock	36,795.7044	I	By Benefit Plan
Common Stock	23,982	I	By Joint Trust

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

SEC 1473 (7-02)

**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 Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Employee Stock Option (Right to Buy) - SPDP	02/15/2008	02/15/2017	Common Stock	748	\$ 37.23	D	Â
Employee Stock Option (Right to Buy) - SPDP	06/15/2008	06/15/2017	Common Stock	739	\$ 40.28	D	Â
Employee Stock Option (Right to Buy) - SPDP	02/15/2009	02/15/2018	Common Stock	1,078	\$ 37.88	D	Â
Employee Stock Option (Right to Buy) - SPDP	06/16/2009	06/16/2018	Common Stock	823	\$ 36.17	D	Â
Employee Stock Option (Right to Buy) - SPDP	02/17/2010	02/17/2019	Common Stock	1,622	\$ 23.22	D	Â
Employee Stock Option (Right to Buy) - SPDP	06/15/2010	06/15/2019	Common Stock	1,312	\$ 24.63	D	Â
Employee Stock Option (Right to Buy) - SPDP	02/16/2011	02/16/2020	Common Stock	1,853	\$ 25.32	D	Â
Employee Stock Option (Right to Buy) - SPDP	06/15/2011	06/15/2020	Common Stock	1,317	\$ 25.54	D	Â
Employee Stock Option (Right to Buy) - SPDP	02/15/2012	02/15/2021	Common Stock	1,871	\$ 28.24	D	Â
Employee Stock Option (Right to Buy) - SSP	02/01/2003	02/01/2012	Common Stock	2,495	\$ 36.96	D	Â
Employee Stock Option (Right to Buy) - SSP	06/03/2003	06/01/2012	Common Stock	1,334	\$ 33.15	D	Â
Restricted Stock Units	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	15,253	\$ 0	D	Â
Restricted Stock Units	Â <u>(2)</u>	Â <u>(2)</u>	Common Stock	8,374	\$ 0	D	Â
Restricted Stock Units	Â <u>(2)</u>	Â <u>(2)</u>	Common Stock	8,373	\$ 0	D	Â
Restricted Stock Units (2012)	Â <u>(3)</u>	Â <u>(3)</u>	Common Stock	14,525	\$ 0	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

Geisse Andrew M  
208 S. AKARD STREET  
DALLAS, TX 75202

Â Â Â Sr Exec VP ATT Bus & Home Sol Â

## Signatures

/s/ Andrew M.  
Geisse

02/07/2012

\*\*Signature of  
Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) Units vest on 1/27/2015. Vesting (but not distribution) is accelerated on retirement eligibility.
- (2) Units vest 1/2 on 1/28/2013 and 1/2 on 1/28/2014. Vesting (but not distribution) is accelerated on retirement eligibility.
- (3) Units vest on 01/26/2016. Vesting (but not distribution) is accelerated on retirement eligibility.

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### Remarks:

Exhibit List: Â Â Exhibit 24 - Power of Attorney

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.