

BLASE WILLIAM A JR  
 Form 4  
 July 30, 2012

**FORM 4**

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

OMB APPROVAL

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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 \*  
**BLASE WILLIAM A JR**

(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)  
**07/27/2012**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**Sr. Exec. VP-Human Resources**

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount (A) or (D) Price   |  |   |
| Common Stock                    | 07/27/2012                           |  | M                              |   | 1,392 A \$ 26.46  | 94,840   | D   |
| Common Stock                    | 07/27/2012                           |  | M                              |   | 683 A \$ 23.74  | 95,523   | D   |
| Common Stock                    | 07/27/2012                           |  | S                              |   | 1,475 D \$ 37.16  | 94,048   | D   |
| Common Stock                    | 07/27/2012                           |  | S                              |   | 100 D \$ 37.1655  | 93,948   | D   |
| Common Stock                    | 07/27/2012                           |  | S                              |   | 500 D \$ 37.1657  | 93,448   | D   |

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|              |             |   |                 |
|--------------|-------------|---|-----------------|
| Common Stock | 3,902.2861  | I | By 401(k)       |
| Common Stock | 29,851.5903 | I | By Benefit Plan |
| Common Stock | 73,228      | I | By Joint Trust  |

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) | Amount or Number of Shares |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                      | Amount or Number of Shares |
| Employee Stock Option (Right to Buy) - SSP | \$ 26.46   | 07/27/2012                           |  | M                              | 1,392   | 02/02/2005 01/31/2014                                    | Common Stock  | 1,392                      |                            |
| Employee Stock Option (Right to Buy) - SSP | \$ 23.74   | 07/27/2012                           |  | M                              | 683   | 06/01/2005 05/30/2014                                    | Common Stock  | 683                        |                            |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

BLASE WILLIAM A JR  
208 S. AKARD STREET  
DALLAS, TX 75202

Sr. Exec. VP-Human Resources

## Signatures

/s/ Ann E. Meuleman, Secy.,  
Attorney-in-fact

07/30/2012

\_\_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).

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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