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AT&T INC. Form 4 March 12, 2 FORM Check th if no lon, subject to Section 2 Form 4 of Form 5 obligation may con <i>See</i> Instr 1(b).	014 A UNITED his box ger o STATE o T Filed pu Section 17		Wa CHA ection Public U	ashingto NGES II SECU 16(a) of Utility Ho	on, D N Bl J RI the S oldin	D.C. 20549 ENEFICIA FIES Securities I	AL O Excha ly Ac	WNER unge Ac t of 193	SHIP OF	Expires: Estimated av burden hours response	3235-0287 January 31, 2005 erage	
(Print or Type	Responses)											
STEPHENS JOHN JOSEPH Sy				2. Issuer Name and Ticker or Trading 5. Ro Symbol AT&T INC. [T]					elationship of Reporting Person(s) to er (Check all applicable)			
(Month/				te of Earliest Transaction hth/Day/Year)					Director 10% Owner Officer (give title Other (specify			
				Appl _X_					dividual or Joint/Group Filing(Check icable Line) Form filed by One Reporting Person Form filed by More than One Reporting on			
(City)	(State)	(Zip)	Ta	ble I - Non	1-Der	rivative Secu	rities 4			or Beneficially	Owned	
	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution D any (Month/Day	ate, if	3. Transactic Code (Instr. 8) Code V	orDis (Ins	Securities Acc sposed of (D) str. 3, 4 and 5 Amount	•	(A) or Price	5. Amount of Securities Beneficially Owned Following Reported Transaction(s (Instr. 3 and 4)	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	03/10/2014			F <u>(1)</u>			D	\$ 32.51	61,419.889	96 I	By Benefit Plan	
Common Stock									2,930.0815	5 I	By 401(k)	
Common Stock									74,534 <u>(2)</u>	D		
Common Stock									163,302	Ι	By LP	

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amou	int of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities	3		(Instr.	. 3 and 4)		Owne
	Security				Acquired						Follo
	-				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	Date	Title	Number		
									of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
1	Director	10% Owner	Officer	Other				
STEPHENS JOHN JOSEPH 208 S. AKARD STREET DALLAS, TX 75202								
Signatures								
/s/ Ann E. Meuleman, Secy., Attorney-in-fact		0.	3/12/2014					

**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) Mandatory tax withholding on distribution from benefit plan.

(2) Reflects transfer of 38,789 shares owned indirectly by benefit plan to direct ownership due to distribution from benefit plan.

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.