AT&T INC. Form 4/A February 15, 2013

## FORM 4

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

OMB Number: 3235-0287

**OMB APPROVAL** 

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Expires: January 31, 2005

0.5

subject to Section 16. Form 4 or Form 5 obligations

SECURITIES

Estimated average burden hours per response...

Form 5 obligations may continue. See Instruction See Instruction 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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * STEPHENSON RANDALL L			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)	3. Date of Earliest Transaction					(Check all applicable)				
, , ,	ARD STREET	(Middle)		/Day/Year)				Director Officer (give title below) Chairman, CEO a	low)			
	(Street)		4. If Amendment, Date Original				6. Ind	6. Individual or Joint/Group Filing(Check				
DALLAS,	Filed(Month/Day/Year) 02/04/2013				_X_ F	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person						
(City)	(State)	(Zip)	Ta	ble I - Non	-Derivative Securi	ities A	cquired,	Disposed of, or Be	neficially Ow	ned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution I any (Month/Da	Date, if	3. Transactic Code (Instr. 8)	4. Securities AcquedDisposed of (D) (Instr. 3, 4 and 5)  Amount	(A) or (D)	A) or	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)		
Common Stock	01/31/2013			F(1)	102,551.4467 (2)	D	\$ 34.79	350,460.3693	I	By Benefit Plan		
Common Stock	01/31/2013			D(3)	172,017.3533 (2)	D	\$ 34.79	178,443.016	I	By Benefit Plan		

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

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SEC 1474

(9-02)

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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 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. Transacti Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,		ate	7. Title Amour Underl Securit (Instr.	nt of lying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code V	4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
1 0	Director	10% Owner	Officer	Other			
STEPHENSON RANDALL L 208 S. AKARD STREET DALLAS, TX 75202	X		Chairman, CEO and President				

## **Signatures**

/s/ Nancy H. Justice, 02/15/2013 Attorney-in-fact

\*\*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 of performance shares.
- Amended to reflect actual shares withheld as a result of re-calculation of shares needed to satisfy federal taxes on distribution of performance shares.
- (3) Represents performance shares distributed in cash, after taxes.

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.

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