

Quinn Robert W. Jr.
Form 4
February 05, 2018

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Quinn Robert W. Jr.

2. Issuer Name **and** Ticker or Trading
Symbol
AT&T INC. [T]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

208 S. AKARD

3. Date of Earliest Transaction
(Month/Day/Year)
02/01/2018

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

Sr.EVP-External & Leg. Affairs

(Street)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

DALLAS, TX 75202

(City) (State) (Zip)

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	02/01/2018		M		369	A	11	31,844.0188 D
Common Stock	02/01/2018		F(2)		369	D	\$ 39.16	31,475.0188 (3) D
Common Stock	02/01/2018		A(4)		6,152.64	A	15	21,883.4463 I
Common Stock	02/01/2018		F(6)		1,921.9108	D	\$ 39.16	19,961.5355 I
	02/01/2018		D(7)		4,230.7292	D		15,730.8063 I

By
Benefit
PlanBy
Benefit
Plan

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Common Stock	\$ 39.16			By Benefit Plan
Common Stock	6,131.6593	I		By 401(k)
Common Stock	270	I		By Wife

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)	8.		
				Code	V	(A)	(D)			
Restricted Stock Units (2018)	<u>(1)</u>	02/01/2018		A		8,491	<u>(1)</u>	<u>(1)</u>	Restricted Stock Units	8,491
Restricted Stock Units (2018)	<u>(1)</u>	02/01/2018		M		369	<u>(1)</u>	<u>(1)</u>	Restricted Stock Units	369

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Quinn Robert W. Jr. 208 S. AKARD DALLAS, TX 75202	Sr.EVP-External & Leg. Affairs

Signatures

/s/ Stacey S. Maris, Secy.,
Attorney-in-fact

02/05/2018

__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) Restricted stock units acquired pursuant to the 2016 Incentive Plan. Each unit will convert into one share of issuer's common stock. Units vest and distribute on 1/27/2022. Vesting (but not distribution) is accelerated on retirement eligibility
- (2) Mandatory tax withholding on vesting of Restricted Stock Units due to retirement eligibility.
- (3) Includes 359.9562 shares acquired on 2/1/2018 at a price of \$37.9130 through reinvested dividends under dividend reinvestment plan.
- (4) Distribution of performance shares.
- (5) Each performance share is equivalent in value to a share of common stock.
- (6) Mandatory tax withholding on distribution of performance shares.
- (7) 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.

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