

STANKEY JOHN T
Form 4
February 04, 2019

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
STANKEY JOHN T

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 STREET

3. Date of Earliest Transaction (Month/Day/Year)
01/31/2019

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

CEO, Warner Media, LLC

(Street)
DALLAS, TX 75202

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

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

(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	01/31/2019		A ⁽¹⁾		807.6809	A	\$ 30.06	48,413.347 I	By Benefit Plan
Common Stock	01/31/2019		M		2,073	A	\$ 23.22	55,828 D	
Common Stock	01/31/2019		S		2,073	D	\$ 29.84	53,755 D	
Common Stock	01/31/2019		M		1,675	A	\$ 24.63	55,430 D	
Common Stock	01/31/2019		S		1,675	D	\$ 29.84	53,755 D	

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Common Stock	01/31/2019	M	2,326	A	(2)	56,081	D	
Common Stock	01/31/2019	F(3)	2,326	D	\$ 30.06	53,755	D	
Common Stock	01/31/2019	A(4)	60,695.12	A	(5)	109,108.467	I	By Benefit Plan
Common Stock	01/31/2019	F(6)	23,883.5296	D	\$ 30.06	85,224.9374	I	By Benefit Plan
Common Stock	01/31/2019	D(7)	36,811.5904	D	\$ 30.06	48,413.347	I	By Benefit Plan
Common Stock	01/31/2019	G V	53,755	D	\$ 0	0	D	
Common Stock	01/31/2019	G V	53,755	A	\$ 0	507,542	I	By Family Trust
Common Stock						7,758.2045	I	By 401(k)
Common Stock						120,000	I	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 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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Non-qualified Stock Option (Right to Buy)	\$ 23.22	01/31/2019		M	2,073	02/17/2010	02/17/2019	Common Stock
Employee	\$ 24.63	01/31/2019		M	1,675	06/15/2010	06/15/2019	Common

Stock Option (Right to Buy) - SPDP								Stock
Restricted Stock Units (2019)	<u>(2)</u>	01/31/2019	A	62,375	<u>(2)</u>	<u>(2)</u>		Common Stock
Restricted Stock Units (2019)	<u>(2)</u>	01/31/2019	M	2,326	<u>(2)</u>	<u>(2)</u>		Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STANKEY JOHN T 208 S. AKARD STREET DALLAS, TX 75202			CEO, Warner Media, LLC	

Signatures

/s/ Starlene Meyerkord,
Attorney-in-fact

02/04/2019

 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) Represents deferred stock units purchased by the reporting person with automatic payroll deductions and partial company matching contributions. Deferred stock units are settled only in stock on a 1-for-1 basis.
- (2) Restricted stock units acquired pursuant to the 2018 Incentive Plan. Each unit will convert into one share of issuer's common stock. Units vest and distribute on 1/15/2023. Vesting (but not distribution) is accelerated on retirement eligibility
- (3) Mandatory tax withholding on vesting of Restricted Stock Units due to retirement eligibility.
- (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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