#### PARDO JAIME CHICO /FA

Form 4 May 02, 2012

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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**OMB APPROVAL** 

response...

Check this box if no longer subject to Section 16. Form 4 or

Form 5 obligations may continue. 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 Add PARDO JAIM		_	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)				
208 S. AKAR	D STREET		(Month/Day/Year) 04/30/2012	_X_ Director 10% Owner Officer (give title below) Other (specify below)				
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Che				
DALLAS, TX 75202			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acc	quired, Disposed of, or Beneficially Owned				

` <b>*</b>	•	` •	rabie	I - Non-D	erivauv	e Securi	nes Acq	uirea, Disj	posea o	i, or bein	encially	Ownea

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 on(A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		,
Common Stock	04/30/2012		A(1)	322	A	\$ 32.91	50,678	D	

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)

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.		5. Number of		6. Date Exerc	cisable and	7. Title and A	Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transac	ctio	orDerivative Expiration Date		Underlying Securities			
Security	or Exercise		any	Code		Securities Acquired (Month/Day/Yea		Year)	(Instr. 3 and 4)		
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8	3)	) (A) or Disposed of					
	Derivative					(D)					
	Security				(Instr. 3, 4, and 5)						
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Deferred Stock Units	(2)	04/30/2012		A		4,776.4866		(2)	(2)	Common Stock	4,776.48

# **Reporting Owners**

Reporting Owner Name / Address	Relationships							
•	Director	10% Owner	Officer	Other				
PARDO JAIME CHICO /FA 208 S. AKARD STREET DALLAS, TX 75202	X							

## **Signatures**

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

05/02/2012

\*\*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).
- (1) Acquisition of shares at fair market value in lieu of retainer fees pursuant to the AT&T Inc. Non-Employee Director Stock Purchase Plan.
- Acquisition of deferred stock units pursuant to the AT&T Inc. Non-Employee Director Stock and Deferral Plan. After the reporting
- (2) person ceases to be a director, each unit is paid out in cash equal to the value of one share of AT&T common stock at times elected by the director.

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. ute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).(1)The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.(2)The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$62.96 to \$63.955 per share, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (2).(3)The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$63.96 to \$64.33 per share, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (3).(4)This amendment is being filed solely to reflect the correct beneficial holdings in the Sheryl K. Sandberg 2008 Annuity Trust dated April 15, 2008, which transferred all shares held on April 28, 2014 for estate planning purposes, as reflected on the Form 4 filed with the Securities and Exchange Commission on May 7, 2014. No new transactions are being reported on this amended Form 4.(5)Shares held of record by Sheryl K. Sandberg, Trustee of the Sheryl K. Sandberg 2008 Annuity Trust dated April 15, 2008.(6)Shares held of record by Sheryl K. Sandberg-Goldberg Family Trust dated September 3, 2004.

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