

AT&T INC.  
Form 4/A  
February 19, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
McAtee David R II

(Last) (First) (Middle)  
208 S. AKARD  
(Street)

DALLAS, TX 75202

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/28/2016

4. If Amendment, Date Original Filed(Month/Day/Year)  
02/01/2016

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Sr. Exec. VP and Gen. Counsel

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

**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                    | 01/28/2016                           |  | A <sup>(1)</sup>               |   | 8,224.05  | A  | <u>(2)</u> 9,433.7539                                 | I <sup>(3)</sup> | By Benefit Plan |
| Common Stock                    | 01/28/2016                           |  | F <sup>(4)</sup>               |   | 2,249.2781<br><u>(5)</u>  | D  | \$ 35.53 7,184.4758                                   | I <sup>(3)</sup> | By Benefit Plan |
| Common Stock                    | 01/28/2016                           |  | D <sup>(6)</sup>               |   | 5,974.7719<br><u>(5)</u>  | D  | \$ 35.53 1,209.7039                                   | I <sup>(3)</sup> | By Benefit Plan |

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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares  |
|  |  |                                      |  |                                |   | Code   | V   | (A)  | (D)   |

## Reporting Owners

| Reporting Owner Name / Address                        | Relationships |           |                               |       |
|---|---------------|-----------|-------------------------------|-------|
|   | Director      | 10% Owner | Officer                       | Other |
| McAtee David R II<br>208 S. AKARD<br>DALLAS, TX 75202 |               |           | Sr. Exec. VP and Gen. Counsel |       |

## Signatures

/s/ Stacey S. Maris, Secy.,  
Attorney-in-fact  
\*\*Signature of Reporting Person

02/19/2016  
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) Distribution of performance shares.
  - (2) Each performance share is equivalent in value to a share of common stock.
  - (3) Amended to reflect indirect ownership by Benefit Plan.
  - (4) Mandatory tax withholding on distribution of performance shares.
  - (5) Amended to reflect actual shares distributed as a result of re-calculation of taxes.
  - (6) 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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