

AT&T INC.
Form 4
July 28, 2016

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 *
Huntley David S.

(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)
07/27/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
SEVP&Chief Compliance Officer

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 Ownership (Instr. 4)
				(A) or (D) Code V Amount Price			
Common Stock	07/27/2016		M	282 A \$ 40.28	17,843	D	
Common Stock	07/27/2016		F	274 D \$ 42.38	17,569	D	
Common Stock	07/27/2016		M	405 A \$ 37.88	17,974	D	
Common Stock	07/27/2016		F	381 D \$ 42.38	17,593	D	
Common Stock	07/27/2016		M	303 A \$ 36.17	17,896	D	

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Common Stock	07/27/2016	F	278	D	\$ 42.38	17,618	D	
Common Stock	07/27/2016	M	540	A	\$ 25.54	18,158	D	
Common Stock	07/27/2016	F	416	D	\$ 42.38	17,742	D	
Common Stock	07/27/2016	M	757	A	\$ 28.24	18,499	D	
Common Stock	07/27/2016	F	611	D	\$ 42.38	17,888	D	
Common Stock						4,070.8656	I	By 401(k)
Common Stock						3,433.7694	I	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. Amount or Number of Shares
Employee Stock Option (Right to Buy) - SPDP	\$ 40.28	07/27/2016		M	282	06/15/2008 06/15/2017	Common Stock	282
Employee Stock Option	\$ 37.88	07/27/2016		M	405	02/15/2009 02/15/2018	Common Stock	405

(Right to Buy) - SPDP

Employee Stock

Option (Right to Buy) - SPDP	\$ 36.17	07/27/2016	M	303	06/16/2009	06/16/2018	Common Stock	303
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Employee Stock

Option (Right to Buy) - SPDP	\$ 25.54	07/27/2016	M	540	06/15/2011	06/15/2020	Common Stock	540
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Employee Stock

Option (Right to Buy) - SPDP	\$ 28.24	07/27/2016	M	757	02/15/2012	02/15/2021	Common Stock	757
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Huntley David S. 208 S. AKARD DALLAS, TX 75202			SEVP&Chief Compliance Officer	

Signatures

/s/ Stacey S. Maris, Secy., Attorney-in-fact	07/28/2016
<small>**Signature of Reporting Person</small>	<small>Date</small>

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).

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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