Donovan John
Form 3
February 08, 2012

FORM 3

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

OMB APPROVAL

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INITIAL STATEMENT OF 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 *
Â Donovan John
(Last) (First) (Middle)

208 S. AKARD
(Street)

DALLAS,Â TXÂ 75202
(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
01/31/2012

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

4. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
_____ Director
_____ 10% Owner
__X__ Officer (give title below)
_____ Other (specify below)
Sr Ex VP - AT&T Tech & Net Ops

5. 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

Table I - Non-Derivative Securities Beneficially Owned

1.Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	88,120	D	Â
Common Stock	1,816.6235	I	By 401(k)
Common Stock	7,140.0197	I	By Benefit Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership

	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Employee Stock Option (Right to Buy) - SPDP	06/15/2010	06/15/2019	Common Stock	908	$ 24.63	D	Â
Employee Stock Option (Right to Buy) - SPDP	02/16/2011	02/16/2020	Common Stock	1,283	$ 25.32	D	Â
Employee Stock Option (Right to Buy) - SPDP	06/15/2011	06/15/2020	Common Stock	914	$ 25.54	D	Â
Employee Stock Option (Right to Buy) - SPDP	02/15/2012	02/15/2021	Common Stock	1,301	$ 28.24	D	Â
Restricted Stock Units	Â (1)	Â (1)	Common Stock	25,329	$ 0	D	Â
Restricted Stock Units	Â (2)	Â (2)	Common Stock	25,940	$ 0	D	Â
Restricted Stock Units (2012)	Â (3)	Â (3)	Common Stock	26,740	$ 0	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Donovan John 208 S. AKARD DALLAS,Â TXÂ 75202	Â	Â	Â Sr Ex VP - AT&T Tech & Net Ops	Â

Signatures

/s/ John M. Donovan	02/08/2012
**Signature of Reporting Person	Date

Explanation of Responses:

***** If the form is filed by more than one reporting person, *see* Instruction 5(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) Units vest on 01/27/2015. Vesting (but not distribution) is accelerated on retirement eligibility

(2) Units vest 1/2 on 01/28/2013 and 1/2 on 01/28/2014. Vesting (but not distribution) is accelerated on retirement eligibility.

(3) Units vest on 1/26/2016. Vesting (but not distribution) is accelerated on retirement eligibility.

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Remarks:

ExhibitÂ List:Â ExhibitÂ 24Â -Â PowerÂ ofÂ Attorney

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.