AT&T INC.
Form 8-K
July 21, 2011

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934

Date of report (Date of earliest event reported) July 21, 2011
AT&T INC.
(Exact Name of Registrant as Specified in Charter)

Delaware	1-8610	43-1301883
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)

208 S. Akard St., Dallas, Texas	75202
(Address of Principal Executive Offices)	(Zip Code)

Registrant's telephone number, including area code (210) 821-4105

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240-14d-2(b))
o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 2.02 Results of Operations and Financial Condition.

The registrant announced on July 21, 2011, its results of operations for the second quarter of 2011. The text of the press release and accompanying financial information are attached as exhibits and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

The following exhibits are furnished as part of this report:

(d)   Exhibits

  99.1   Press release dated July 21, 2011 reporting financial results for the second quarter ended June 30, 2011.

99.2   AT&T Inc. selected financial statements and operating data.

99.3   Discussion of EBITDA, Free Cash Flow, Free Cash Flow Yield and Free Cash Flow after Dividends

Signature

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

AT&T INC.

Date: July 21, 2011   By: /s/ Paul W. Stephens
                       Paul W. Stephens
                       Senior Vice President and Controller

>FIELDING RONALD W
1 HORMEL PLACE
AUSTIN, MN 55912   Executive Vice President

Signatures

Ronald W. Fielding, by Power of Attorney	03/08/2011
**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)   All share amounts reflect the stock split effective February 1, 2011.

(2)   Reporting Person holds indirectly 12,063 shares in the 401(k), and 12,721.8 shares in the JEPST Trust.

(3)   Reporting Person has exercised Stock Withholding Rights in connection with this option exercise, as reflected on Table I.

(4)   The option vested in four equal annual installments, with the first group vesting on December 7, 2005.

(5)   The option vested in four equal annual installments, with the first group vesting on December 6, 2006.

(6)   The option vested in four equal annual installments, with the first group vesting on December 5, 2007.

(7)   The option vests in four equal annual installments, with the first group vesting on December 4, 2008.

(8)   The option vests in four equal annual installments, with the first group vesting on December 2, 2009.

(9)   The option vests in four equal annual installments, with the first group vesting on December 1, 2010.

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.