

AT&T INC.
Form 8-K
May 05, 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) April 29, 2011

AT&T INC.
(Exact Name of Registrant as Specified in Charter)

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

| | |
|--|------------------------|
| 208 S. Akard St., Dallas, Texas (Address of Principal Executive Offices) | 75202 (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):

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

Item 5.07 Submission of Matters to a Vote of Security Holders

Annual Meeting of Stockholders

The annual meeting of the stockholders of AT&T Inc. was held on April 29, 2011, in Little Rock, Arkansas. Stockholders representing 4,538,144,403 shares, or 76.71%, of the common shares outstanding as of the March 1, 2011 record date were present in person or were represented at the meeting by proxy. Final voting results are shown below. The percentages set out in the tables represent the ratio of the votes cast for each choice (For, Against, or for a frequency) to the total votes cast on a proposal. An abstention is not considered a cast vote.

Directors elected at the meeting (required the affirmative vote of a majority of the votes cast):

| Nominee | Votes Cast For | | Votes Cast Against | | Abstain | Broker Non-Votes |
|-----------------------|----------------|-------|--------------------|------|------------|------------------|
| | Number | % | Number | % | | |
| Randall L. Stephenson | 3,371,220,494 | 96.74 | 113,551,760 | 3.26 | 24,318,549 | 1,029,024,886 |
| Gilbert F. Amelio | 3,430,005,097 | 98.44 | 54,211,855 | 1.56 | 24,874,675 | 1,029,024,886 |
| Reuben V. Anderson | 3,440,866,311 | 98.76 | 43,277,797 | 1.24 | 24,960,078 | 1,029,024,886 |
| James H. Blanchard | 3,435,023,006 | 98.58 | 49,479,027 | 1.42 | 24,583,155 | 1,029,024,886 |
| Jaime Chico Pardo | 3,408,042,643 | 97.83 | 75,457,763 | 2.17 | 25,603,279 | 1,029,024,886 |
| James P. Kelly | 3,442,383,926 | 98.79 | 42,260,852 | 1.21 | 24,457,187 | 1,029,024,886 |
| Jon C. Madonna | 3,443,108,740 | 98.83 | 40,866,245 | 1.17 | 25,130,016 | 1,029,024,886 |
| Lynn M. Martin | 3,418,200,513 | 98.08 | 66,955,927 | 1.92 | 23,937,584 | 1,029,024,886 |
| John B. McCoy | 3,415,750,744 | 98.03 | 68,739,699 | 1.97 | 24,615,620 | 1,029,024,886 |
| Joyce M. Roché | 3,421,455,674 | 98.18 | 63,401,654 | 1.82 | 24,248,926 | 1,029,024,886 |
| Matthew K. Rose | 3,396,767,328 | 97.48 | 87,827,479 | 2.52 | 24,517,519 | 1,029,024,886 |
| Laura D'Andrea Tyson | 3,387,760,191 | 97.19 | 97,809,119 | 2.81 | 23,520,911 | 1,029,024,886 |

Approval of the following proposals required the affirmative vote of a majority of the votes cast.

Proposals Submitted by Directors:

| Proposal | Votes Cast For | | Votes Cast Against | | Abstain | Broker Non-Votes |
|--|----------------|-------|--------------------|------|-------------|------------------|
| | Number | % | Number | % | | |
| Ratification of appointment of Independent Auditors. | 4,433,579,974 | 98.26 | 78,594,469 | 1.74 | 25,929,051 | N/A |
| Approve 2011 Incentive Plan. | 3,153,913,789 | 91.18 | 305,198,846 | 8.82 | 49,972,256 | 1,029,024,886 |
| Advisory vote on executive compensation. | 3,221,819,219 | 94.64 | 182,348,803 | 5.36 | 104,891,147 | 1,029,024,886 |

| Proposal | Votes Cast For 3 Years | | Votes Cast For 2 Years | | Votes Cast For 1 Year | | Abstain | Broker Non-Votes |
|----------------------------|------------------------|-------|------------------------|------|-----------------------|-------|------------|------------------|
| | Number | % | Number | % | Number | % | | |
| Advisory vote on frequency | 1,452,037,354 | 41.90 | 68,721,284 | 1.98 | 1,944,784,583 | 56.12 | 43,404,999 | 1,029,024,886 |

of vote
on executive
compensation.

(1)

(1) The Board of Directors has determined to implement an annual advisory stockholder vote on the compensation of executives.

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Proposals Submitted by Stockholders:

| Proposal | Votes Cast For | | Votes Cast Against | | Abstain | Broker Non-Votes |
|----------------------------------|----------------|-------|--------------------|-------|-------------|---------------------|
| | Number | % | Number | % | | |
| Political contributions. | 936,826,304 | 30.98 | 2,087,068,684 | 69.02 | 485,131,044 | 1,029,024,886 |
| Special stockholder meetings. | 1,500,475,126 | 43.32 | 1,963,352,330 | 56.68 | 45,218,571 | 1,029,024,886 |
| Written consent. | 1,865,937,783 | 54.17 | 1,578,705,754 | 45.83 | 64,434,399 | 1,029,024,886 |

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: May 5, 2011

By: /s/ John J. Stephens
John J. Stephens
Senior Vice President and Controller