



**AT&T Inc.**

T NYSE

Integrated Telecommunications Services

Market Capitalization USD: **\$169,009.52 mm**

**CONCERN LEVEL: AVERAGE**

- 1 The CEO's total remuneration is within the typical market range for the relevant industry and market cap.
- 2 The ratio between the CEO's pay and the median pay of the other named executive officers is 3X or less.
- 3 The CEO's annual cash incentives rose or fell in line with annual performance.
- 4 The CEO received no more than one annual cash bonus this fiscal year.
- 5 The CEO's equity remuneration reflected the company's share price movement over the last five years.
- 6 The company only pays long-term incentives to the CEO for above median performance against a peer group.
- 7 The company's dilution from equity incentives is 10 percent or less.
- 8 Unvested equity lapses when the CEO's employment is terminated.
- 9 The CEO's potential cash severance payment is capped at two times annual cash remuneration.
- 10 The accrued benefits of the CEO's post-retirement income are within the typical market range for the relevant market cap bracket.

**CEO: Randall L. Stephenson**

**Age: 51**

**CEO Since: 2007**

	2009	2010	2011
<b>Base Salary</b>	\$1,450,000	\$1,533,333	\$1,550,000
<b>Discretionary Bonus</b>	\$0	\$0	\$0
<b>Annual Cash Incentive</b>	\$5,850,000	\$5,050,000	\$3,787,500
<b>Benefits and Perquisites</b>	\$864,632	\$417,410	\$555,353
<b>TOTAL ANNUAL COMPENSATION</b>	<b>\$8,164,632</b>	<b>\$7,000,743</b>	<b>\$5,892,853</b>
<b>Increase in Post-Retirement Benefits</b>	\$8,990,049	\$7,096,177	\$3,329,959
<b>Stock Option Awards</b>	\$75,834	\$494,731	\$45,543
<b>Stock Awards</b>	\$11,999,991	\$12,749,977	\$12,749,979
<b>TOTAL COMPENSATION</b>	<b>\$29,230,506</b>	<b>\$27,341,628</b>	<b>\$22,018,334</b>
<b>Median of Other Named Executive Officers Total Compensation</b>	\$11,704,804	\$9,584,954	\$8,827,021
<b>Value Realized on Exercise of Stock Option</b>	\$0	\$0	\$0
<b>Value Realized on Vesting of Stock</b>	\$6,883,650	\$14,274,857	\$20,104,805
<b>TOTAL REALIZED EQUITY COMPENSATION</b>	<b>\$6,883,650</b>	<b>\$14,274,857</b>	<b>\$20,104,805</b>

Proxy Date: 12 Mar 2012

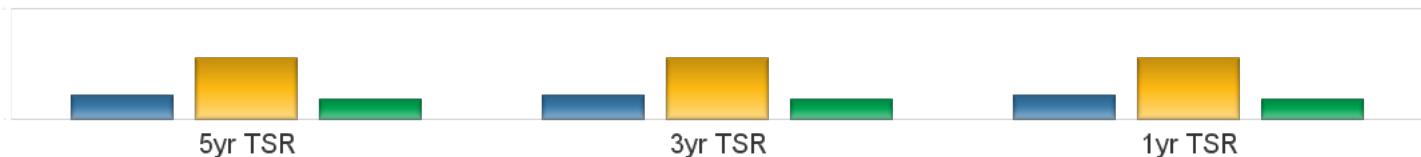
Annual Meeting Date: 27 Apr 2012

Equity Reserves: 3.63%

Stock Option Run Rate: 0.03%

## Performance Comparison

■ vs S&P500   ■ vs Industry   ■ T



## Peer Comparisons (TRBC) = Integrated Telecommunications Services

### Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
T	AT&T Inc.	\$29,230,506	\$27,341,628	\$22,018,334	\$169,009,520,000
VZ	Verizon Communications Inc.	\$17,534,331	\$18,166,006		\$103,039,999,999

To insure consistency, peer comparisons are based on a combination of TRBC Industry and Sector classifications and company market caps. Missing peer pay figures for 2011 are due to differences in company filing schedules.

### Pay Peer Group

Apple, Boeing, Cisco Systems, Comcast, Dell, General Electric, Google, Hewlett-Packard, Honeywell, Intel, IBM, Johnson Controls, Lockheed Martin, Microsoft, News Corp, Oracle, Time Warner, United Technologies, Verizon Communications, Walt Disney, AmerisourceBergen, Archer Daniels Midland, Boeing, Cardinal Health, Chevron, ConocoPhillips, Costco Wholesale, CVS Caremark, Exxon Mobil, Ford Motor, General Electric, Hewlett-Packard, Home Depot, IBM, Johnson & Johnson, Kroger, McKesson, Procter & Gamble, Target, UnitedHealth Group, Valero Energy, Verizon Communications, Wal-Mart Stores, Walgreen, WellPoint, Comcast, Motorola, Century Link/Qwest, Sprint Nextel, Time Warner, Verizon Communications.

### Performance Peer Group

The AT&T Telecommunications Peer Group used for 2011 grants consisted of América Móvil S.A.B. de C.V.; BCE Inc.; BT Group plc; Comcast Corporation; Deutsche Telekom AG; DirecTV Group Inc.; Telefónica S.A.; Teléfonos de México S.A. B. de C.V; Time Warner Cable, Inc.; Verizon Communications Inc.; Vodafone Group plc; and the Dow Jones Industrial Average.

## COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
Gilbert F. Amelio	Chairman	69	Male	11	Outside Related
James H. Blanchard	Member	70	Male	6	Outside
John B. McCov	Member	68	Male	13	Outside Related
Matthew K. Rose	Member	52	Male	2	Outside