AGL RESOURCES INC Form 4

July 05, 2016

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

30(h) of the Investment Company Act of 1940

**OMB** Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

**OMB APPROVAL** 

response...

Check this box if no longer subject to Section 16. Form 4 or Form 5

**SECURITIES** Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

See Instruction 1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \* Evans Andrew W

(Middle)

07/01/2016

(Street)

(First)

TEN PEACHTREE PLACE

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

2. Issuer Name and Ticker or Trading

Symbol AGL RESOURCES INC [GAS]

3. Date of Earliest Transaction

(Month/Day/Year)

\_X\_\_ Director X\_ Officer (give title

Issuer

below)

10% Owner \_ Other (specify

President & CEO

(Check all applicable)

5. Relationship of Reporting Person(s) to

6. Individual or Joint/Group Filing(Check Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

ATLANTA, GA 30309

(City)	(State)	(Zip) 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)	Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Ownership Beneficially Form: Owned Direct (D) Following or Indirect Reported (I)		7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)		
Common Stock	07/01/2016		M	11,322.278 (1)	A	(2)	60,166.856	D		
Common Stock	07/01/2016		F	5,429	D	\$ 66	54,737.856	D		
Common Stock	07/01/2016		M	12,661.234 (3)	A	<u>(2)</u>	67,399.09	D		
Common Stock	07/01/2016		F	6,070	D	\$ 66	61,329.09	D		
Common Stock	07/01/2016		D	61,329.09	D	<u>(4)</u>	0	D		

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Common Stock 07/01/2016 D 7,628.706 D 5 0 I By 401(k) Plan

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

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.

SEC 1474

(9-02)

# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date		4.	5.	6. Date Exerc		7. Title		8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secur
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities	3		(Instr.	3 and 4)		Owne
	Security				Acquired			•			Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						(221012
					4, and 5)						
					¬, and 3)						
									Amount		
						D.	Б		or		
							Expiration Date	Title N	Number		
									of		
				Code V	(A) (D)				Shares		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
•	Director	10% Owner	Officer	Other			

Evans Andrew W

TEN PEACHTREE PLACE X President & CEO ATLANTA, GA 30309

## **Signatures**

Barbara P. Christopher, by power of attorney 07/05/2016

\*\*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).
- These shares were issued pursuant to the vesting of performance-based restricted stock units (for which the value of the performance right is not tied solely to the value of an equity security of the Issuer) ("Restricted Stock Units") in accordance with the Agreement and Plan of Merger, dated as of August 23, 2015 (the "Merger Agreement") by and among AGL Resources Inc., The Southern Company and AMS Corp.
- (2) Restricted Stock Units and restricted stock convert into common stock on a one-for-one basis in accordance with the Merger Agreement.

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- (3) These shares were issued pursuant to the vesting of restricted stock in accordance with the Merger Agreement.
- (4) Disposed of pursuant to the Merger Agreement in exchange for \$66.00 in cash for each share of AGL Resources Inc. common stock held immediately prior to the Effective Time of the merger, as defined in the Merger Agreement.
  - Information as of statement dated March 31, 2016. Disposed of pursuant to the Merger Agreement in exchange for \$66.00 in cash for
- (5) each share of AGL Resources Inc. common stock held immediately prior to the Effective Time of the merger, as defined in the Merger Agreement.

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.