

DAVIS J MASON JR  
Form 4  
September 04, 2002

**FORM 4**

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

OMB APPROVAL

—  
Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or Form  
5 obligations  
may continue.  
See Instruction  
1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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(f) of the Investment Company Act of 1940

OMB Number:  
3235-0287  
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Filer  
www.section16.net

(Print or Type Responses)

1. Name and Address of Reporting Person*			2. Issuer Name <b>and</b> Ticker or Trading Symbol			6. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
Davis, J. Mason (Jr.)			EGN			<input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
(Last) (First) (Middle)			3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)		4. Statement for Month/Year		7. Individual or Joint/Group Filing (Check Applicable Line)
605 Richard Arrington Jr. Boulevard North					August 30, 2002		
(Street)			Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned		5. If Amendment, Date of Original (Month/Day/Year)		
Birmingham, Alabama 35203-2707							
(City) (State) (Zip)							
1. Title of Security (Instr. 3)	2. Transaction Date	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5)	5. Amount of Securities Beneficially	6. Ownership Form:	7. Nature of Indirect Beneficial Ownership	

	(Month/ Day/ Year)	Code	V	Amount	(A) or (D)	Price	Owned at End of Month (Instr. 3 & 4)	Direct (D) or Indirect (I) (Instr. 4)	(Instr. 4)
Common Stock (DRIP Account)							7,162	D	
(1)									

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

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

(Over)  
SEC  
1474  
(3-99)

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**FORM 4 (continued)** Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/ Day/ Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5)		6. Date Exercisable and Expiration Date (Month/Day/ Year)		7. Title and Amount of Underlying Securities (Instr. 3 & 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned at End of Month (Instr. 4)	10. Ownership Form of Derivative Security Direct (D) or Indirect (I) (Instr.)
			Code	V	(A)	(D)	Date Exer-cisable	Expira- tion Date	Title	Amount or Number of Shares			
Deferred Shares	1 for 1	10/24/01	A	V	600				Common Stock	600			
(2)													

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	1 for 1	(3)	A	V	642			Common Stock	642	(3)		
	1 for 1	8/30/02	A		47			Common Stock	47	26.37		
	1 for 1	8/30/02	A		46			Common Stock	46	26.51	6,928	D

Explanation of Responses:

- (1) Does not reflect changes subsequent to 9/30/01
- (2) Energen Corporation Deferred Compensation Plan, number of shares and securities are estimated based on recordkeepers' unit accounting.
- (3) Acquired on various dates from 10/1/01-8/28/02 at prices ranging from \$22.27 - \$27.43.

J. D. Woodruff, Attorney in Fact 09/04/2002

J. D. WOODRUFF, ATTORNEY IN FACT  
 \*\*Signature of Reporting Person Date

\*\*Intentional misstatements or omissions of facts constitute Federal Criminal Violations.  
 See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed.  
 If space provided is insufficient, See Instruction 6 for procedure.

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POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of the President, each Vice President, the General Counsel, the Secretary and each Assistant Secretary of Energen Corporation, signing singly, the undersigned's true and lawful attorney-in-fact to:

- (1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Energen Corporation (the "Company"), Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and

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(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

This Power of Attorney supersedes and terminates the Power of Attorney dated as of the 29th day of September 1992, previously executed by the undersigned with respect to Forms 3, 4 and 5 for Company stock trades.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of August 29, 2002.

/s/ J. MASON DAVIS, JR.

Signature

J. Mason Davis, Jr.

Print Name