

SOUTHERN CO
Form 4
November 03, 2014

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 OF SECURITIES

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(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Connally Stan W

(Last) (First) (Middle)
30 IVAN ALLEN JR. BLVD
(Street)

ATLANTA, GA 30308

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
SOUTHERN CO [SO]

3. Date of Earliest Transaction
(Month/Day/Year)
10/30/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
President & CEO, Gulf Power Co

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Southern Company Common Stock <u>(1)</u> <u>(2)</u> | 10/30/2014 | | M | | 5,096 | A | \$ 33.81 |
| | | | | | | | 6,873 |
| | | | | | | | D |
| Southern Company Common Stock <u>(1)</u> <u>(2)</u> | 10/30/2014 | | S | | 5,096 | D | \$ 46.17 |
| | | | | | | | 1,777 |
| | | | | | | | D |
| Southern Company Common Stock <u>(1)</u> <u>(2)</u> | 10/30/2014 | | M | | 5,437 | A | \$ 36.42 |
| | | | | | | | 7,214 |
| | | | | | | | D |

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| | | | | | | | | |
|--|------------|---|-------|---|-------------|------------|---|--------------------|
| Southern Company Common Stock <u>(1)</u> <u>(2)</u> | 10/30/2014 | S | 5,437 | D | \$ 46.17 | 1,777 | D | |
| Southern Company Common Stock <u>(1)</u> <u>(2)</u> | 10/30/2014 | M | 5,631 | A | \$ 31.17 | 7,408 | D | |
| Southern Company Common Stock <u>(1)</u> <u>(2)</u> | 10/30/2014 | S | 5,631 | D | \$ 46.17 | 1,777 | D | |
| Southern Company Common Stock | | | | | | 7,465.1086 | I | By 401(k) Trust |

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 Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares | |
|---|--|---|---|--------------------------------------|---|--|---|---|-------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Option Right to Buy | \$ 33.81 | 10/30/2014 | | M | 5,096 | 02/20/2007 | 02/20/2016 | Southern Company Common Stock | 5,096 |
| Option Right to Buy | \$ 36.42 | 10/30/2014 | | M | 5,437 | 02/19/2008 | 02/19/2017 | Southern Company Common Stock | 5,437 |
| | \$ 31.17 | 10/30/2014 | | M | 5,631 | 02/15/2011 | 02/15/2020 | | 5,631 |

Option
Right To
Buy

Southern
Company
Common
Stock

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Connally Stan W 30 IVAN ALLEN JR. BLVD ATLANTA, GA 30308 | | | President & CEO, Gulf Power Co | |

Signatures

/s/ Patricia L. Roberts, Attorney-in-Fact for Stan W.
Connally

11/03/2014

__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) Options vest 33% per year on the anniversary of the grant date.

(2) Includes the right to have shares withheld upon exercise to satisfy tax withholding obligations.

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

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