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ALABAMA POWER CO
Form 8-K
December 12, 2002

SECURITIES AND EXCHANGE COMMISSION

Washington, D. C. 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) December 6, 2002

ALABAMA POWER COMPANY

(Exact name of registrant as specified in its charter)

Alabama

1-3164

63-0004250

(State or other jurisdiction
of incorporation)

(Commission File
Number)

(IRS Employer Identification
No.)

600 North 18th Street, Birmingham, Alabama

35291

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code (205) 257-1000

N/A

(Former name or former address, if changed since last report.)

Item 5. Other Events.

On December 6, 2002, Alabama Power Company (the "Company") entered into an Underwriting Agreement covering the issue and sale by the Company of \$200,000,000 aggregate principal amount of its Series S 5 7/8% Senior Notes due December 1, 2022 (the "Senior Notes"). Said notes were registered under the Securities Act of 1933, as amended (the "Securities Act"), pursuant to the shelf registration statement (Registration Nos. 333-100721, 333-100721-01, 333-100721-02 and 333-100721-03) of the Company.

Item 7. Financial Statements, Pro Forma Financial Information and Exhibits.

(c) Exhibits.

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- 1.1 Underwriting Agreement, dated December 6, 2002 relating to the Senior Notes among the Company and Morgan Stanley & Co. Incorporated, Banc One Capital Markets, Inc., BNY Capital Markets, Inc., Wachovia Securities, Inc. and The Williams Capital Group, L.P. as the Underwriters.
- 4.2 Nineteenth Supplemental Indenture to Senior Note Indenture dated as of December 12, 2002, providing for the issuance of the Senior Notes.
- 4.7 Form of Senior Note (included in Exhibit 4.2 above).
- 5.1 Opinion of Balch & Bingham LLP relating to the Series S Senior Notes.
- 12.1 Computation of ratio of earnings to fixed charges.

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.

Date: December 12, 2002 ALABAMA POWER COMPANY

By /s/ Wayne Boston

Wayne Boston
Assistant Secretary