

ATMOS ENERGY CORP

Form 4

November 07, 2013

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Haefner Michael E

(Last) (First) (Middle)

5430 LBJ FREEWAY, 1800 III
LINCOLN CENTRE

(Street)

DALLAS, TX 75240

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

ATMOS ENERGY CORP [ATO]

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

11/02/2013

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)

SR VP, HUMAN RESOURCES

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	11/02/2013		M	8,106 A	\$ 0 41,352.1969	D	
Common Stock	11/02/2013		F ⁽¹⁾	2,217 D	\$ 44.43 39,135.1969	D	
Common Stock	11/05/2013		A ⁽²⁾	7,647 A	\$ 0 46,782.1969	D	
Common Stock	11/05/2013		F ⁽¹⁾	2,092 D	\$ 44.29 44,690.1969	D	
Common Stock					4,600.1328 ⁽³⁾	I	Retirement Savings Plan and

Trust

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

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(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	
Restricted Stock Unit	\$ 0 ⁽⁴⁾	11/02/2013		M	8,106	⁽⁵⁾ ⁽⁵⁾	Common Stock	8,106
Restricted Stock Unit	\$ 0 ⁽⁴⁾	11/05/2013		A	7,290	⁽⁶⁾ ⁽⁶⁾	Common Stock	7,290

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Haefner Michael E 5430 LBJ FREEWAY 1800 III LINCOLN CENTRE DALLAS, TX 75240	SR VP, HUMAN RESOURCES

Signatures

/s/Suzanne Johnson
by POA 11/07/2013

_____*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) Shares withheld pursuant to a tax withholding obligation under the 1998 Long-Term Incentive Plan of the Company.
- (2) Vesting of award of performance based restricted stock units pursuant to the 1998 Long-Term Incentive Plan of the Company.

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- (3) To update end of period holdings as of October 31, 2013 under the Atmos Energy Corporation Retirement Savings Plan and Trust.
- (4) Each restricted stock unit represents a contingent right to receive one share of ATO common stock.
- (5) The restricted stock units vested and were delivered to the reporting person three years from date of grant.
- (6) The restricted stock units vest and will be delivered to the reporting person three years from the date of grant.

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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