

ATMOS ENERGY CORP

Form 4

November 10, 2016

**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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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**COCKLIN KIM R**

(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)  
**11/08/2016**

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)

Chief Executive Officer

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|---|---|
| Common<br>Stock                       | 11/08/2016                              |   | M                                    | (A)<br>or<br>(D)<br>Amount<br>39,305<br>(1)                         | \$<br>73.29  | 364,916.12  | D   |
| Common<br>Stock                       | 11/08/2016                              |   | F                                    | (A)<br>or<br>(D)<br>Amount<br>16,489<br>(2)                         | \$<br>73.29  | 348,427.12  | D   |
| Common<br>Stock                       |   |   |                                      |   | 3,138.5189<br>(3)  | I   | By<br>Retirement<br>Savings<br>Plan and<br>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. Price or Value of Underlying Securities (Instr. 3 and 4) |              |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|---|---|--------------|----------------------------|
|  |  |                                      |  | Code                           | V   | (A)  | (D) | Date Exercisable  | Expiration Date   | Title        | Amount or Number of Shares |
| Restricted Stock Unit                      | (4)  | 11/08/2016                           |  | A                              |   | 4,983  |     | (5)   | (5)   | Common Stock | 4,983                      |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                         |       |
|--|---------------|-----------|-------------------------|-------|
|  | Director      | 10% Owner | Officer                 | Other |
| COCKLIN KIM R<br>5430 LBJ FREEWAY<br>1800 III LINCOLN CENTRE<br>DALLAS, TX 75240 | X             |           | Chief Executive Officer |       |

## Signatures

/s/Suzanne Johnson  
by POA

11/10/2016

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).

- (1) Vesting of award of performance based restricted stock units pursuant to the 1998 Long-Term Incentive Plan of the Company.
- (2) Shares withheld pursuant to a tax withholding obligation under the 1998 Long-Term Incentive Plan of the Company.
- (3) To update end of period holdings as of October 31, 2016 under the Atmos Energy Corporation Retirement Savings Plan and Trust.
- (4) Each restricted stock unit represents a contingent right to receive one share of the Company's common stock.
- (5) The restricted stock units will vest and be delivered to the reporting person three years from 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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