

ATMOS ENERGY CORP

Form 4

February 10, 2017

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
Number: 3235-0287
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MEREDITH THOMAS C

(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)
02/08/2017

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)

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/08/2017		C	(A) or (D) Amount 20,042 (1) Price \$ 0	20,042.139	D	
Common Stock	02/08/2017		C	(A) or (D) Amount 720 (1) Price \$ 0	20,762.139	D	

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

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SEC 1474
(9-02)

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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 Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock Units	(2)	02/08/2017		A		3,000		(3)	(3)	Common Stock	3,000
Phantom Stock Units	(2)	02/08/2017		C		20,042		(3)	(3)	Common Stock	20,042
Phantom Deferred Compensation	(2)	02/08/2017		C		720		(5)	(5)	Common Stock	720

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MEREDITH THOMAS C 5430 LBJ FREEWAY 1800 III LINCOLN CENTRE DALLAS, TX 75240	X

Signatures

/s/Suzanne Johnson
by POA 02/10/2017

__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).

- Pursuant to a feature of the Equity Incentive and Deferred Compensation Plan for Non-employee Directors (the "Plan"), the reporting
- (1) person has elected to take distribution of the units in three annual installments upon retirement on February 8, 2017. This amount represents the first of three installments.
 - (2) Each unit of phantom stock is equivalent to one share of the Company's common stock.
 - (3) The phantom stock units were granted under the Plan and are settled upon the reporting person's termination of service on the Company's Board.
 - (4) Includes 1,314.89 phantom stock units resulting from a dividend reinvestment feature of the Plan which were allocated to reporting person's account since March 4, 2016.
 - (5)

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The phantom stock units were received pursuant to an election to convert a portion of the reporting person's director fees under the Plan and are settled upon the reporting person's termination of service on the Company's Board.

- (6) Includes 49.74 phantom stock units resulting from a dividend reinvestment feature of the Plan which were allocated to reporting person's account since March 4, 2016.

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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