

Kerr, II James Y  
Form 4  
February 14, 2018

**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 \*  
Kerr, II James Y

(Last) (First) (Middle)

30 IVAN ALLEN JR. BLVD., NW

(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)

02/12/2018

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)

Executive VP & General Counsel

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 Ownership Indirect Beneficial Ownership (Instr. 4)
Southern Company Common Stock <sup>(1)</sup>	02/12/2018		M	3,107	A \$ 0	4,107	D
Southern Company Common Stock <sup>(2)</sup>	02/12/2018		F	994	D \$ 44.68	3,113	D
Southern Company Common Stock <sup>(3)</sup>	02/12/2018		A	26,340	A \$ 0	29,453	D

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Southern  
Company  
Common  
Stock <sup>(2)</sup>  
02/12/2018 F 9,055 D \$ 44.68 20,398 D

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. D S (
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Restricted Stock Units (4)	\$ 0	02/12/2018		M	2,972	(4)	(4)	Southern Company Common Stock	2,972

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Kerr, II James Y 30 IVAN ALLEN JR. BLVD., NW ATLANTA, GA 30308	Executive VP & General Counsel

## Signatures

/s/ Laura O. Hewett, Attorney-in-Fact for James Y.  
Kerr II 02/14/2018

          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 acquired upon vesting of first 1/3 of performance restricted stock units granted on February 13, 2017. The Compensation and Management Succession Committee certified performance on February 12, 2018. Includes 135 accrued dividend equivalent units.

(2) Shares withheld to satisfy required state and federal tax withholding requirements.

Shares acquired upon vesting of performance share units under Company's Performance Share Program for the 2015-2017 award. The Compensation and Management Succession Committee certified performance on February 12, 2018. Includes accrued dividend equivalent units.

(3) Represents performance restricted stock units granted on February 13, 2017. The Compensation and Management Succession Committee certified performance on February 12, 2018 and the first 1/3 vested. The remaining award will vest 1/3 in 2019 and 1/3 in 2020. Each performance restricted stock unit represents the right to receive, at settlement, one share of common stock. Additional units will be acquired with deemed dividends. Shares will be withheld upon vesting to satisfy tax requirements.

(4) 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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