

Evans Andrew W  
Form 4  
January 03, 2019

**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 \*  
Evans Andrew W

(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)

12/31/2018

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 Vice President & CFO

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	12/31/2018		M	46,055 A	\$ 0 <sup>(1)</sup>	97,385	D
Southern Company Common Stock	12/31/2018		F	20,886 <sup>(2)</sup> D	\$ 43.92	76,499	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**

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 of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Southern Co Restricted Stock Units <sup>(3)</sup>	\$ 0 <sup>(1)</sup>	12/31/2018		M	46,055	12/31/2018 12/31/2018	Southern Company Common Stock 46,055

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Evans Andrew W 30 IVAN ALLEN JR. BLVD., NW ATLANTA, GA 30308	Executive Vice President & CFO

## Signatures

/s/ Marcia R. DeMar, Attorney-in-Fact for Andrew W. Evans  
01/03/2019

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) Each restricted stock unit (RSU) represents the right to receive, at settlement, one share of common stock.
- (2) Shares withheld to satisfy required state and federal tax withholding requirements.

- (3) As reported in a Form 4 filed on July 6, 2016, in accordance with the Agreement and Plan of Merger dated August 23, 2015 by and among AGL Resources Inc., The Southern Company and AMS Corp., outstanding performance share units of AGL Resources Inc. were assumed by Southern Company and converted into time vesting RSUs of Southern Company. Vesting of the RSUs is as follows: 28,704 RSUs vest December 31, 2016; 37,980 RSUs vest December 31, 2017; and 46,055 RSUs vest December 31, 2018.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.