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ALABAMA POWER CO  
Form 8-K  
February 17, 2004

SECURITIES AND EXCHANGE COMMISSION

Washington, D. C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) February 5, 2004  
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ALABAMA POWER COMPANY  
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(Exact name of registrant as specified in its charter)  
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|   |                             |                                      |
|---|-----------------------------|--------------------------------------|
| Alabama   | 1-3164                      | 63-0004250                           |
| (State or other jurisdiction<br>of incorporation) | (Commission File<br>Number) | (IRS Employer Identification<br>No.) |

|  |            |
|--|------------|
| 600 North 18th Street, Birmingham, Alabama | 35291      |
| (Address of principal executive offices)   | (Zip Code) |

Registrant's telephone number, including area code (205) 257-1000  
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N/A  
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(Former name or former address, if changed since last report.)

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Item 5. Other Events.

On February 5, 2004, Alabama Power Company (the "Company") entered into an Underwriting Agreement covering the issue and sale by the Company of 4,000,000 shares of 5.30% Class A Preferred Stock, Cumulative, Par Value \$1 Per Share (Stated Capital \$25 Per Share) (the "Preferred Stock"). Said stock was registered under the Securities Act of 1933, as amended (the "Securities Act"), pursuant to the shelf registration statement (Registration Nos. 333-110950, 333-110950-01, 333-110950-02 and 333-110950-03) of the Company.

Item 7. Financial Statements, Pro Forma Financial Information and Exhibits.

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(c) Exhibits.

- 1.1 Underwriting Agreement, dated February 5, 2004 relating to the Preferred Stock between the Company and Lehman Brothers Inc., as the Underwriter.
- 4.4 Amendment to Charter of the Company dated February 17, 2004, which includes resolutions of the Board of Directors of the Company establishing the Preferred Stock.
- 5.1 Opinion of Balch & Bingham LLP relating to the Preferred Stock.
- 12.1 Computation of ratio of earnings to fixed charges.
- 12.2 Computation of ratio of earnings to fixed charges plus preferred dividend requirements

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: February 17, 2004

By /s/Wayne Boston  
Wayne Boston  
Assistant Secretary