

SOUTHWEST GAS CORP

Form 8-K

May 06, 2002

Table of Contents

**UNITED STATES
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) May 1, 2002

SOUTHWEST GAS CORPORATION

(Exact name of registrant as specified in its charter)

California
(State or other jurisdiction of
incorporation or organization)

1-7850
(Commission
File Number)

88-0085720
(I.R.S. Employer
Identification No.)

5241 Spring Mountain Road
Post Office Box 98510
Las Vegas, Nevada
(Address of principal executive offices)

89193-8510
(Zip Code)

Registrant's telephone number, including area code: (702) 876-7237

TABLE OF CONTENTS

Item 7. Financial Statements and Exhibits.

SIGNATURES

EXHIBIT INDEX

EXHIBIT 1.01(A)

EXHIBIT 1.01(B)

EXHIBIT 4.01

EXHIBIT 5.01

Table of Contents

Item 7. Financial Statements and Exhibits.

(c) Exhibits

1.01 (a) Underwriting Agreement dated May 1, 2002 among Southwest Gas Corporation, Banc of America Securities LLC, BNY Capital Markets, Inc., Banc One Capital Markets, Inc, Tokyo-Mitsubishi International plc, and Fleet Securities, Inc.

(b) Pricing Agreement dated May 1, 2002 among Southwest Gas Corporation, Banc of America Securities LLC, BNY Capital Markets, Inc., Banc One Capital Markets, Inc, Tokyo-Mitsubishi International plc, and Fleet Securities, Inc.

4.01 Fourth Supplemental Indenture dated as of May 6, 2002.

4.02 Form of 7.625% Senior Unsecured Notes due 2012 (included in Exhibit 4.01).

5.01 Opinion of O Melveny & Myers LLP as to the validity of the 7.625% Senior Unsecured Notes due 2012.

Table of Contents

SIGNATURES

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.

SOUTHWEST GAS CORPORATION

Date: May 6, 2002

/s/ ROY R. CENTRELLA

Roy R. Centrella
Controller

Table of Contents

EXHIBIT INDEX

| Exhibit No. | Description |
|------------------------|---|
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| 4.01 | Fourth Supplemental Indenture dated as of May 6, 2002. |
| 4.02 | Form of 7.625% Senior Unsecured Notes due 2012 (included in Exhibit 4.01). |
| 5.01 | Opinion of O Melveny & Myers LLP as to the validity of the 7.625% Senior Unsecured Notes due 2012. |