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ATMOS ENERGY CORP
Form S-8
June 25, 2001

As filed with the Securities and Exchange Commission on June 25, 2001

Registration No. 333-_____

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-8

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

ATMOS ENERGY CORPORATION
(Exact Name of Registrant as Specified in Its Charter)

Texas and Virginia
(State or Other Jurisdiction of
Incorporation or Organization)

75-1743247
(I.R.S. Employer
Identification No.)

1800 Three Lincoln Centre
5430 LBJ Freeway
Dallas, Texas 75240
(972) 934-9227
(Address of Principal Executive Offices and Zip Code)

Atmos Energy Corporation
Employee Stock Ownership Plan and Trust
(Full Title of the Plan)

Louis P. Gregory
1800 Three Lincoln Centre
5430 LBJ Freeway
Dallas, Texas 75240
(972) 934-9227
(Name, Address, and Telephone Number, Including Area Code, of Agent For Service)

CALCULATION OF REGISTRATION FEE (1)

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Title Of Securities To Be Registered	Amount to be Registered (2)	Proposed Maximum Offering Price Per Share (3)	Proposed Maximum Aggregate Offering Price
Common stock, no par value	1,000,000	\$22.96 per share	\$22,960,000

- (1) This registration statement relates to the registration of additional securities under the Atmos Energy Corporation Employee Stock Ownership Plan and Trust. Under the original registration statement (File no. 33-57687) relating to the Employee Stock Ownership Plan and Trust, the registrant registered 1,000,000 shares of common stock. The filing fee associated with filing the original registration statement was \$5,883.62.
- (2) This registration statement covers, in addition to the number of shares of common stock, no par value, stated above, such additional shares as may be issued as a result of the antidilution provisions of the Employee Stock Ownership Plan and Trust.
- (3) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(h) on the basis of the average of the high and low prices of the registrant's common stock as reported by the New York Stock Exchange on June 20, 2001.
- (4) In addition, pursuant to Rule 416(c) under the Securities Act of 1933, this registration statement also covers an indeterminate amount of interests to be offered or sold pursuant to the employee benefit plan described herein.

PART II

INFORMATION REQUIRED IN THE
REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

The registration statement (File no. 33-57687) on Form S-8 relating to the Atmos Energy Corporation Employee Stock Ownership Plan and Trust (formerly known as the Employee Stock Ownership Plan and Trust for Employees of Atmos Energy Corporation), filed by Atmos with the Securities and Exchange Commission on February 14, 1995, is incorporated by reference in and made a part of this registration statement.

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL.

Louis P. Gregory will opine for us as to the validity of the offered securities. Mr. Gregory is a Senior Vice President and the General Counsel of Atmos.

ITEM 8. EXHIBITS.

Exhibit Number	Description
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- 5.1 Opinion of Louis P. Gregory
 - 23.1 Consent of Independent Auditors
 - 23.2 Consent of Louis P. Gregory (included in Exhibit 5.1)
 - 24 Power of Attorney (included on Signature Page)
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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on this 25th day of June, 2001.

ATMOS ENERGY CORPORATION

By: /s/ ROBERT W. BEST

Robert W. Best, Chairman,
President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Robert W. Best as his true and lawful attorney-in-fact and agent, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments to this registration statement, including post-effective amendments, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
-----	-----	----
/s/ ROBERT W. BEST ----- Robert W. Best	Chairman, President and Chief Executive Officer (Principal Executive Officer)	June 25, 2001
/s/ JOHN P. REDDY -----	Senior Vice President and Chief Financial Officer	June 25, 2001

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John P. Reddy	(Principal Financial Officer)	
/s/ F. E. MEISENHEIMER ----- F. E. Meisenheimer	Vice President and Controller (Principal Accounting Officer)	June 25, 2001
/s/ TRAVIS W. BAIN II ----- Travis W. Bain II	Director	June 25, 2001
----- Dan Busbee	Director	June __, 2001
/s/ RICHARD W. CARDIN ----- Richard W. Cardin	Director	June 25, 2001
/s/ THOMAS J. GARLAND ----- Thomas J. Garland	Director	June 25, 2001
/s/ GENE C. KOONCE ----- Gene C. Koonce	Director	June 25, 2001
/s/ VINCENT J. LEWIS ----- Vincent J. Lewis	Director	June 25, 2001
/s/ THOMAS C. MEREDITH ----- Thomas C. Meredith	Director	June 25, 2001
/s/ PHILLIP E. NICHOL ----- Phillip E. Nichol	Director	June 25, 2001
/s/ CARL S. QUINN ----- Carl S. Quinn	Director	June 25, 2001
/s/ CHARLES K. VAUGHAN ----- Charles K. Vaughan	Director	June 25, 2001
/s/ RICHARD WARE II ----- Richard Ware II	Director	June 25, 2001

Pursuant to the requirements of the Securities Act of 1933, the ESOP Trust Committee has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of

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Texas, on this 25th day of June, 2001.

ESOP TRUST COMMITTEE

By: /s/ LAURIE M. SHERWOOD

Laurie M. Sherwood, Chairperson

By: /s/ TOM S. HAWKINS, Jr.

Tom S. Hawkins, Jr., Member

By: /s/ RONALD W. McDOWELL

Ronald W. McDowell, Member

By: /s/ WYNN D. MCGREGOR

Wynn D. McGregor, Member

By: /s/ GORDON J. ROY

Gordon J. Roy, Member

EXHIBIT INDEX

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