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ATMOS ENERGY CORP  
Form 8-K  
June 23, 2003

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

June 18, 2003  
Date of Report (Date of earliest event reported)

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

TEXAS AND VIRGINIA	1-10042	75-1743247
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(State or Other Jurisdiction of Incorporation or Organization)	(Commission File Number)	(I.R.S. Employer Identification No.)
1800 THREE LINCOLN CENTRE, 5430 LBJ FREEWAY, DALLAS, TEXAS		75240
-----		-----
(Address of Principal Executive Offices)		(Zip Code)

(972) 934-9227  
-----  
(Registrant's Telephone Number, Including Area Code)

Not Applicable  
-----  
(Former Name or Former Address, if Changed Since Last Report)

ITEM 5. OTHER EVENTS.

On June 18, 2003, Atmos Energy Corporation ("Registrant") and Merrill Lynch, Pierce Fenner & Smith Incorporated, on behalf of the underwriters named in Schedule A of that certain Purchase Agreement (collectively the "Underwriters"), executed the Purchase Agreement in connection with the sale by Registrant to the Underwriters of a total of 4,000,000 shares of the Registrant's common stock, a copy of which is attached hereto as Exhibit 1.1.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS.

(c) Exhibits.

- 1.1 Purchase Agreement dated June 18, 2003
- 5.1 Opinion of Gibson, Dunn & Crutcher LLP, Dallas, Texas
- 5.2 Opinion of Hunton & Williams, Richmond, Virginia

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- 23.1 Consent of Gibson, Dunn & Crutcher LLP, Dallas, Texas  
(included in Exhibit 5.1)
- 23.2 Consent of Hunton & Williams, Richmond, Virginia  
(included in Exhibit 5.2)
- 99.1 News Release dated June 18, 2003

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.

ATMOS ENERGY CORPORATION  
(Registrant)

DATE: June 23, 2003

By: /s/ LOUIS P. GREGORY

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Louis P. Gregory  
Senior Vice President  
and General Counsel

INDEX TO EXHIBITS

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