

AGL RESOURCES INC
Form 4
July 05, 2016

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Reese Elizabeth W.

(Last) (First) (Middle)

TEN PEACHTREE PLACE

(Street)

ATLANTA, GA 30309

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
AGL RESOURCES INC [GAS]

3. Date of Earliest Transaction
(Month/Day/Year)
07/01/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP and CFO

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 07/01/2016 | | M | | 3,323.505 ⁽¹⁾ | A | € 7,775.236 |
| Common Stock | 07/01/2016 | | F | | 1,593 | D | \$ 66 6,182.236 |
| Common Stock | 07/01/2016 | | M | | 3,569.371 ⁽³⁾ | A | € 9,751.607 |
| Common Stock | 07/01/2016 | | F | | 1,710 | D | \$ 66 8,041.607 |
| Common Stock | 07/01/2016 | | D | | 8,041.607 ⁽⁴⁾ | D | € 0 |

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| | | | | | | | | |
|--------------|------------|---|-------------|---|----------|---|---|-------------------------------|
| Common Stock | 07/01/2016 | D | 22.6847 | D | <u>6</u> | 0 | I | By 401(k) Plan |
| Common Stock | 07/01/2016 | D | 11,822.6449 | D | <u>6</u> | 0 | I | By Non-Qualified Savings Plan |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------|-------|
| | Director | 10% Owner | Officer | Other |
| Reese Elizabeth W. TEN PEACHTREE PLACE ATLANTA, GA 30309 | | | EVP and CFO | |

Signatures

Barbara P. Christopher, by power of attorney
Date: 07/05/2016

**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) These shares were issued pursuant to the vesting of performance-based restricted stock units (for which the value of the performance right is not tied solely to the value of an equity security of the Issuer) ("Restricted Stock Units") in accordance with the Agreement and Plan of

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Merger, dated as of August 23, 2015 (the "Merger Agreement") by and among AGL Resources Inc., The Southern Company and AMS Corp.

- (2) Restricted Stock Units and restricted stock convert into common stock on a one-for-one basis in accordance with the Merger Agreement.
- (3) These shares were issued pursuant to the vesting of restricted stock in accordance with the Merger Agreement.

- (4) Includes 0.412 shares allocated to the reporting person's account on June 1, 2016 pursuant to a dividend reinvestment feature of the AGL Resources Inc. Direct Stock Purchase and Dividend Reinvestment Plan. Also includes 5.37 shares allocated to the reporting person's account on June 1, 2016 under the AGL Resources Inc. Employee Stock Purchase Plan.

- (5) Disposed of pursuant to the Merger Agreement in exchange for \$66.00 in cash for each share of AGL Resources Inc. common stock held immediately prior to the Effective Time of the merger, as defined in the Merger Agreement.

- (6) Information as of statement dated March 31, 2016. Disposed of pursuant to the Merger Agreement in exchange for \$66.00 in cash for each share of AGL Resources Inc. common stock held immediately prior to the Effective Time of the merger, as defined in the Merger Agreement.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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