

AGEE NANCY H
Form 4
June 05, 2012

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 *
AGEE NANCY H

2. Issuer Name and Ticker or Trading Symbol
RGC RESOURCES INC [RGC0]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

Director 10% Owner
 Officer (give title below) Other (specify below)

PO BOX 13727

03/01/2012

(Street)

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

6. Individual or Joint/Group Filing (Check Applicable Line)

ROANOKE, VA 24036

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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)
Common Stock	03/01/2012		L(1)	27.961 A \$ 17.882	229.961 (2)	I	Spouse
Common Stock	04/02/2012		L(1)	26.504 A \$ 18.8649	256.465 (3)	I	Spouse
Common Stock	05/01/2012		L(1)	27.248 A \$ 18.35	283.713 (4)	I	Spouse
Common Stock	06/01/2012		L(1)	28.858 A \$ 17.3261	312.571 (5)	I	Spouse
Common Stock	06/01/2012		A(6)	76.938 A \$ 17.33	6,555.747 (7)	D	

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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)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
AGEE NANCY H PO BOX 13727 ROANOKE, VA 24036		X		

Signatures

Nancy H. Agee by Howard T. Lyon, POA dated 01/14/05 06/05/2012

__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) Purchases made with optional cash contributions pursuant to the RGC Resources, Inc. Dividend Reinvestment and Stock Purchase Plan.
- (2) 229.961 shares owned indirectly by spouse 6,478.809 shares owned directly by insider
- (3) 256.465 shares owned indirectly by spouse 6,478.809 shares owned directly by insider
- (4) 283.713 shares owned indirectly by spouse 6,478.809 shares owned directly by insider
- (5) 312.571 shares owned indirectly by spouse 6,478.809 shares owned directly by insider
- (6) Shares purchased pursuant to the Restricted Stock Plan for Outside Directors of RGC Resources, Inc.

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(7) 6,555.747 shares owned directly by insider 312.571 shares owned indirectly by spouse

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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