

SOUTHERN CO
Form 4
November 03, 2014

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 *
Connally Stan W

(Last) (First) (Middle)

30 IVAN ALLEN JR. BLVD

(Street)

ATLANTA, GA 30308

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
SOUTHERN CO [SO]

3. Date of Earliest Transaction
(Month/Day/Year)
10/30/2014

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)
President & CEO, Gulf Power Co

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Southern Company Common Stock <u>(1)</u> <u>(2)</u>	10/30/2014		M		5,096	A	\$ 33.81
							6,873
Southern Company Common Stock <u>(1)</u> <u>(2)</u>	10/30/2014		S		5,096	D	\$ 46.17
							1,777
Southern Company Common Stock <u>(1)</u> <u>(2)</u>	10/30/2014		M		5,437	A	\$ 36.42
							7,214

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Southern Company Common Stock <u>(1)</u> <u>(2)</u>	10/30/2014	S	5,437	D	\$ 46.17	1,777	D	
Southern Company Common Stock <u>(1)</u> <u>(2)</u>	10/30/2014	M	5,631	A	\$ 31.17	7,408	D	
Southern Company Common Stock <u>(1)</u> <u>(2)</u>	10/30/2014	S	5,631	D	\$ 46.17	1,777	D	
Southern Company Common Stock						7,465.1086	I	By 401(k) Trust

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. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Option Right to Buy	\$ 33.81	10/30/2014		M	5,096	02/20/2007 02/20/2016	Southern Company Common Stock	5,096	
Option Right to Buy	\$ 36.42	10/30/2014		M	5,437	02/19/2008 02/19/2017	Southern Company Common Stock	5,437	
	\$ 31.17	10/30/2014		M	5,631	02/15/2011 02/15/2020		5,631	

Option
Right To
Buy

Southern
Company
Common
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Connally Stan W 30 IVAN ALLEN JR. BLVD ATLANTA, GA 30308			President & CEO, Gulf Power Co	

Signatures

/s/ Patricia L. Roberts, Attorney-in-Fact for Stan W.
Connally

11/03/2014

__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) Options vest 33% per year on the anniversary of the grant date.
- (2) Includes the right to have shares withheld upon exercise to satisfy tax withholding obligations.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.