

SOUTHERN CO
Form 4

September 08, 2014

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
FANNING THOMAS A

(Last) (First) (Middle)

30 IVAN ALLEN JR. BLVD. NW

(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)
09/05/2014

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

President, CEO & Chairman

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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			
Southern Company Common Stock	09/05/2014		M		100,158	A	\$ 35.78	135,240.2548	D	
Southern Company Common Stock	09/05/2014		S		100,158	D	\$ 44.5	35,082.2548	D	
Southern Company Common Stock	09/05/2014		M		460,923	A	\$ 37.97	496,005.2548	D	

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Southern Company Common Stock	09/05/2014	S	460,923	D	\$ 44.5	35,082.2548	D
Southern Company Common Stock	09/05/2014	M	233,802	A	\$ 31.17	268,884.2548	D
Southern Company Common Stock	09/05/2014	S	233,802	D	\$ 44.5	35,082.2548	D
Southern Company Common Stock	09/05/2014	M	254,302	A	\$ 31.39	289,384.2548	D
Southern Company Common Stock	09/05/2014	S	254,302	D	\$ 44.5	35,082.2548	D
Southern Company Common Stock						3,977.2679	I

By
401(K)

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Option Right to Buy ⁽¹⁾ <u>(2)</u>	\$ 35.78	09/05/2014		M		100,158	02/18/2009 02/18/2018	Southern Company Common Stock	100,15

Option Right to Buy <u>(1)</u> <u>(2)</u>	\$ 31.39	09/05/2014	M	254,302	02/16/2010	02/16/2019	Southern Company Common Stock	254,30
Option Right To Buy <u>(1)</u> <u>(2)</u>	\$ 31.17	09/05/2014	M	233,802	02/15/2011	02/15/2020	Southern Company Common Stock	233,80
Option Right to Buy <u>(1)</u> <u>(2)</u>	\$ 37.97	09/05/2014	M	460,923	02/14/2012	02/14/2021	Southern Company Common Stock	460,92

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FANNING THOMAS A 30 IVAN ALLEN JR. BLVD. NW ATLANTA, GA 30308			President, CEO & Chairman	

Signatures

/s/ Patricia L. Roberts, Attorney-in-Fact for Thomas A. Fanning

09/08/2014

__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.

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