

Evans Andrew W
Form 4
January 03, 2018

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 *
Evans Andrew W

(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)
12/31/2016

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)
Pres & CEO, Southern Co. Gas

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 or Price		
Southern Company Common Stock ⁽¹⁾	12/31/2016		M		28,704 A \$ 0 ⁽²⁾	28,704	D
Southern Company Common Stock ⁽³⁾	12/31/2016		F		17,388 D \$ 49.19	11,316	D

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

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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 or Number of Shares
Southern Co Restricted Stock Units ⁽⁴⁾	\$ 0 ⁽²⁾	12/31/2016		M	28,704	12/31/2016	12/31/2016	Southern Company Common Stock	28,704

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Evans Andrew W 30 IVAN ALLEN JR. BLVD., NW ATLANTA, GA 30308			Pres & CEO, Southern Co. Gas	

Signatures

/s/ Laura O. Hewett, Attorney-in-Fact for Andrew W. Evans
01/03/2018

__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).

In a review of our records, it was determined that the Form 4 to report the vesting of the December 31, 2016 tranche of the RSU award (1) granted on July 1, 2016 was inadvertently missed. This Form 4 is being filed to report the December 31, 2016 vesting and reflects share ownership as of such time.

(2) Each restricted stock unit (RSU) represents the right to receive, at settlement, one share of common stock.

(3) Shares withheld to satisfy required state and federal tax withholding requirements.

(4) As reported in a Form 4 filed on July 6, 2016, in accordance with the Agreement and Plan of Merger dated August 23, 2015 by and among AGL Resources Inc., The Southern Company and AMS Corp., outstanding performance share units of AGL Resources Inc. were assumed by Southern Company and converted into time vesting RSUs of Southern Company. Vesting of the RSUs is as follows: 28,704 RSUs vest December 31, 2016; 37,980 RSUs vest December 31, 2017; and 46,055 RSUs vest December 31, 2018.

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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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