

Kerr, II James Y
 Form 4
 February 15, 2019

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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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 *
 Kerr, II James Y

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 30 IVAN ALLEN JR. BLVD., NW
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/13/2019

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Executive VP & General Counsel

ATLANTA, GA 30308

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)
				(A) or (D)	Price		
Southern Company Common Stock ⁽¹⁾	02/13/2019		M	3,272	A \$ 0	43,734	D
Southern Company Common Stock ⁽²⁾	02/13/2019		F	1,485	D \$ 49.22	42,249	D
Southern Company Common Stock ⁽³⁾	02/13/2019		M	745	A \$ 0	42,994	D

Southern Company Common Stock <u>(2)</u>	02/13/2019	F	339	D	\$ 49.22	42,655	D	
Southern Company Common Stock						21,164.8659	I	401K

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

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SEC 1474
(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
Southern Co Restricted Stock Units <u>(3)</u>	\$ 0	02/13/2019		M	677	<u>(3)</u> <u>(3)</u>	Southern Company Common Stock	677
Performance Restricted Stock Units <u>(4)</u>	\$ 0	02/13/2019		M	2,971	<u>(4)</u> <u>(4)</u>	Southern Company Common Stock	2,971

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kerr, II James Y 30 IVAN ALLEN JR. BLVD., NW ATLANTA, GA 30308			Executive VP & General Counsel	

Signatures

/s/ Marcia R. DeMar, Attorney-in-Fact for James Y.
Kerr II

02/15/2019

__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) Shares acquired upon vesting of second 1/3 of performance restricted stock units granted on February 13, 2017. The Compensation and Management Succession Committee certified performance on February 13, 2018. Includes 301 accrued dividend equivalent units.
- (2) Shares withheld to satisfy required state and federal tax withholding requirements.
- (3) Restricted Stock Unit (RSU) award was granted on February 13, 2017. On February 13, 2019, 677 RSUs and 68 dividend equivalent units vested.

Represents performance restricted stock units granted on February 13, 2017. The remaining portion of the award will vest in 2020. Each
- (4) performance restricted stock unit represents the right to receive, at settlement, one share of common stock. Additional units will be acquired with deemed dividends. Shares will be withheld upon vesting to satisfy tax requirements.

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.