



## Edgar Filing: SOUTHERN CO - Form 8-K

following provisions:

- [ ] Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- [ ] Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- [ ] Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- [ ] Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

### Item 1.01 Entry Into a Material Definitive Agreement

On October 10, 2005, the Compensation and Management Succession Committee of the Board of Directors (the "Committee") of The Southern Company ("Southern Company") modified the terms of certain cash-based awards previously granted in February 2002, 2003, 2004 and 2005 to approximately 6,000 active and retired employees, as eligible participants in the Southern Company Omnibus Incentive Compensation Plan. Eligible participants include executive officers of Southern Company and its subsidiaries, including Alabama Power Company, Georgia Power Company, Gulf Power Company, Mississippi Power Company and Savannah Electric and Power Company.

The cash-based awards provide for the payment of performance-based dividend equivalents on stock options held by eligible participants, with the amount of payment based on Southern Company's total shareholder return ranking in a utility peer group over four-year performance periods ending December 31, 2005, 2006, 2007 and 2008. For each of these performance periods, the dividend equivalents were to range from 25 percent of Southern Company's common stock dividend paid during the last year of the performance period if Southern Company's total shareholder return ranking over the performance period was at the 30th percentile of the group, to 100 percent of such dividend paid if Southern Company's total shareholder return ranking reaches the 90th percentile. The Committee modified the terms of the awards to provide for payment of dividend equivalents ranging from approximately five percent of such dividend paid if Southern Company's total shareholder return ranking over the performance period is in the first position above the 10th percentile to 100 percent of such

dividend paid if Southern Company's total shareholder return ranking reaches the 90th percentile. No dividend equivalents will be paid if the total shareholder return ranking over the period is at or below the 10th percentile or if Southern Company's earnings are not sufficient to fund the current common stock dividend.

### SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, each of the registrants has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: October 12, 2005

THE SOUTHERN COMPANY

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By /s/Patricia A. Roberts  
Patricia A. Roberts  
Assistant Secretary

ALABAMA POWER COMPANY  
GEORGIA POWER COMPANY  
GULF POWER COMPANY  
MISSISSIPPI POWER COMPANY  
SAVANNAH ELECTRIC AND POWER COMPANY

By /s/Wayne Boston  
Wayne Boston  
Assistant Secretary