

ATMOS ENERGY CORP

Form 4

October 03, 2013

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 *
BEST ROBERT W

(Last) (First) (Middle)

**5430 LBJ FREEWAY, 1800 III
LINCOLN CENTRE**

(Street)

DALLAS, TX 75240

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
ATMOS ENERGY CORP [ATO]

3. Date of Earliest Transaction
(Month/Day/Year)
10/01/2013

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)

Chairman of the Board

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	10/01/2013		M	24,000	A	\$ 42.66	465,837.8921 D
Common Stock	10/01/2013		F	9,504 (1)	D	\$ 42.66	456,333.8921 D
Common Stock						61,384.8354 (2)	I By Retirement Savings Plan and 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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	(3)	10/01/2013		M		24,000		(4)	(4)	Common Stock	24,000
Phantom Stock Units	(5)							(6)	(6)	Common Stock	3,051.76

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
BEST ROBERT W 5430 LBJ FREEWAY 1800 III LINCOLN CENTRE DALLAS, TX 75240	X Chairman of the Board

Signatures

/s/Suzanne Johnson
by POA 10/03/2013

__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 withheld pursuant to a tax withholding obligation under the Atmos Energy Corporation 1998 Long-Term Incentive Plan (the "Plan") in a transaction exempt under Rule 16b-3.
- (2) To update end of period holdings as of May 31, 2013 under the Atmos Energy Corporation Retirement Savings Plan and Trust.
- (3) Each restricted stock unit represents a contingent right to receive one share of ATO common stock.
- (4)

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Shares of ATO common stock issued upon vesting of restricted stock units typically are delivered to the reporting person three years from date of grant. However, in compliance with Internal Revenue Code section 409A, these shares were instead issued following a period of six months after the reporting person's date of retirement.

- (5) Each phantom stock unit is equivalent to one share of the Company's common stock.
- (6) The phantom stock units were awarded under the Plan and are to be settled upon the reporting person's termination of service on the Company's Board.
- (7) Includes 51.76 phantom stock units resulting from dividend equivalents converted to phantom stock units, which have been credited to the reporting person's account since April 3, 2013.

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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