

MCCRARY CHARLES D
Form 4
June 07, 2012

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 *
MCCRARY CHARLES D

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

3. Date of Earliest Transaction (Month/Day/Year)
06/06/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
President & CEO, APC

(Street)
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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (D) | Price |
| Southern Company Common Stock | 06/06/2012 | | M | | 79,987 | A | \$ 31.39 |
| Southern Company Common Stock | 06/06/2012 | | S | | 79,987 | D | \$ 46.6997 |
| Southern Company Common Stock | 06/06/2012 | | M | | 99,178 | A | \$ 33.81 |

Southern Company Common Stock 06/06/2012 S 99,178 D \$ 46.6997 1,302.9637 D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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) | | |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |
| Option Right to Buy ⁽¹⁾ ₍₂₎ | \$ 31.39 | 06/06/2012 | | M | 79,987 | 02/16/2010 | 02/16/2019 | Southern Company Common Stock | 79,987 |
| Option Right to Buy ⁽¹⁾ ₍₂₎ | \$ 33.81 | 06/06/2012 | | M | 99,178 | 02/20/2007 | 02/20/2016 | Southern Company Common Stock | 99,178 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MCCRARY CHARLES D
30 IVAN ALLEN JR BLVD, NW
ATLANTA, GA 30308

President & CEO, APC

Signatures

/s/ Patricia L. Roberts, Attorney-in-Fact for Charles D. McCrary

06/07/2012

 **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.

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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