FANNING THOMAS A

Form 4

January 08, 2019

FORM 4

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

OMB

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

FANNING THOMAS A

(First) (Last)

(Middle)

30 IVAN ALLEN JR. BLVD. NW

(Street)

ATLANTA, GA 30308

(City)

1. Title of

Security

(Instr. 3)

2. Issuer Name and Ticker or Trading Symbol

SOUTHERN CO [SO]

3. Date of Earliest Transaction

(Month/Day/Year)

01/04/2019

4. If Amendment, Date Original

Filed(Month/Day/Year)

3.

(State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Issuer

below)

Person

5. Amount of

Director

Applicable Line)

X_ Officer (give title

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Month/Day/Year)

Code (Instr. 8)

TransactionAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5)

4. Securities

Code V Amount (D) Price

Securities Beneficially Owned

Following Reported Transaction(s)

(Instr. 3 and 4)

(I) (Instr. 4)

(D) or Indirect Beneficial Ownership (Instr. 4)

Indirect

7. Nature of

10% Owner

Other (specify

OMB APPROVAL

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

(Check all applicable)

President, CEO & Chairman

6. Ownership

Form: Direct

6. Individual or Joint/Group Filing(Check

X Form filed by One Reporting Person Form filed by More than One Reporting

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

(A)

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 Conversion Security or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of TransactionDerivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock Units	\$ 0 (1)	01/04/2019		A		24.4128		(2)	(2)	Southern Company Common Stock	/4 41/7

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

FANNING THOMAS A 30 IVAN ALLEN JR. BLVD. NW ATLANTA, GA 30308

President, CEO & Chairman

Signatures

/s/ Marcia R. DeMar, Attorney-in-Fact for Thomas A. Fanning

01/08/2019

Date

**Signature of Reporting Person

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) Each share of phantom stock represents the right to receive one share of Southern Company common stock or the cash value thereof. Includes phantom stock units acquired as if reinvested in the dividend reinvestment plan. There is no exercise or expiration date.
- (2) Shares of phantom stock are payable in cash following termination of Mr. Fanning's employment with The Southern Company. Mr. Fanning may transfer his phantom stock account into an alternative investment account at any time.

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.

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