

Edgar Filing: SOUTHWEST GAS CORP - Form 5

SOUTHWEST GAS CORP

Form 5

January 31, 2002

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, D.C. 20549
 FORM 5

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

() Check box if no longer subject to Section 16.

Form 4 or Form 5 obligations may continue. See Instructions 1(b).

() Form 3 Holdings Reported

() Form 4 Transactions Reported

1. Name and Address of Reporting Person

Sondeno, Dudley J
 5241 Spring Mountain Road
 Las Vegas, NV 89150
 USA

2. Issuer Name and Ticker or Trading Symbol

Southwest Gas Corporation
 SWX

3. IRS or Social Security Number of Reporting Person (Voluntary)

4. Statement for Month/Year

12/31/2001

5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person(s) to Issuer (Check all applicable)

() Director () 10% Owner (X) Officer (give title below) () Other
 (specify below)

Senior Vice President/Chief Knowledge and Technology Officer

7. Individual or Joint/Group Reporting (Check Applicable Line)

(X) 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	2. Transaction Date	3. Code	4. Securities Acquired (A) or Disposed of (D) Amount	5. Amount of Securities Beneficially Owned at End of Year
Common Stock				15,309 (2)
Common Stock				2,752 (3)
Common Stock				88 (4)

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Derivative Security	2. Conversion or Exercise Price	3. Transaction Date	4. Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Put or Call
---------------------------------	---------------------------------	---------------------	---------	--	--	--	----------------

Edgar Filing: SOUTHWEST GAS CORP - Form 5

	Deriva tive Secu rity			Amount		Date A/ D	Expir - cisa- ble	ation Date	Title and Number of Shares
Employee Stock Option	\$23.36	07/17/2001	A	12,500	A	(1)	07/16/2011		Common Stock 12,500
(right to buy)									

Explanation of Responses:

(1) The option vests in three annual installments of 5,000 shares in 2002, 3,750 shares in 2003, and 3,750 shares in 2004, beginning July 17, 2002.

(2) Includes 467 shares acquired in 2001 pursuant to the dividend reinvestment feature of SWX restricted stock plan and 57 shares acquired pursuant to the dividend reinvestment plan.

(3) Includes 101 shares acquired in 2001 pursuant to the dividend reinvestment feature of the SWX 401(k) plan.

(4) Includes 4 shares acquired in 2001 pursuant to the dividend reinvestment plan.

SIGNATURE OF REPORTING PERSON

/s/Dudley J. Sondeno by Faye J. Ringler, Attorney in fact

DATE

01/31/2002