

SOUTHERN CO
Form 4
February 13, 2015

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 *
WOMACK CHRISTOPHER C

(Last) (First) (Middle)

30 IVAN ALLEN JR. BLVD., NW

(Street)

ATLANTA, GA 30308

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
SOUTHERN CO [SO]

3. Date of Earliest Transaction
(Month/Day/Year)
02/12/2015

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)
EVP & Pres. External Affairs

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) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (D) | Price |
| Southern Company Common Stock ⁽¹⁾ ₍₂₎ | 02/12/2015 | | M | | 13,238 | A | \$ 36.42 |
| | | | | | 24,316.3596 | D | |
| Southern Company Common Stock ⁽¹⁾ ₍₂₎ | 02/12/2015 | | S | | 13,238 | D | \$ 46.5954 |
| | | | | | 11,078.3596 | D | |
| Southern Company | 02/12/2015 | | M | | 12,680 | A | \$ 35.78 |
| | | | | | 23,758.3596 | D | |

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Common
Stock (1)
(2)

Southern
Company
Common
Stock (1)
(2)

02/12/2015 S 12,680 D \$ 46.5954 11,078.3596 D

Southern
Company
Common
Stock (1)
(2)

02/12/2015 M 46,008 A \$ 31.39 57,086.3596 D

Southern
Company
Common
Stock (1)
(2)

02/12/2015 S 46,008 D \$ 46.5954 11,078.3596 D

Southern
Company
Common
Stock (1)
(2)

02/12/2015 M 12,556 A \$ 31.17 23,634.3596 D

Southern
Company
Common
Stock (1)
(2)

02/12/2015 S 12,556 D \$ 46.5954 11,078.3596 D

Southern
Company
Common
Stock

2,069.2429 I 401K

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) | 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, 4,
and 5)

| | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
|---------------------|------|---|----------|------------|------------------|-----------------|-----------------------|-------------------------------|--------|
| Option Right to Buy | | | \$ 36.42 | 02/12/2015 | M | 13,238 | 02/19/2008 02/19/2017 | Southern Company Common Stock | 13,238 |
| Option Right to Buy | | | \$ 35.78 | 02/12/2015 | M | 12,680 | 02/18/2009 02/18/2018 | Southern Company Common Stock | 12,680 |
| Option Right to Buy | | | \$ 31.39 | 02/12/2015 | M | 46,008 | 02/16/2010 02/16/2019 | Southern Company Common Stock | 46,008 |
| Option Right To Buy | | | \$ 31.17 | 02/12/2015 | M | 12,556 | 02/15/2011 02/15/2020 | Southern Company Common Stock | 12,556 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| WOMACK CHRISTOPHER C 30 IVAN ALLEN JR. BLVD., NW ATLANTA, GA 30308 | | | EVP & Pres. External Affairs | |

Signatures

/s/ Patricia L. Roberts, Attorney-in-Fact for Christopher C. Womack
 **Signature of Reporting Person
 Date 02/13/2015

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. 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.