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ALABAMA POWER CO
Form 8-K
February 08, 2006
UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D. C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported)

February 1, 2006

| Commission | Registrant, State of Incorporation, | I.R.S. Employer |
|--------------------|---|---------------------------|
| <u>File Number</u> | <u>Address and Telephone Number</u> | <u>Identification No.</u> |
| 1-3164 | Alabama Power Company (An Alabama Corporation) 600 North 18 th Street Birmingham, Alabama 35291 (205) 257-1000 | 63-0004250 |

The address of the registrant has not changed since the last report.

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

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- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

 - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

 - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

 - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 8.01. Other Events.

On February 1, 2006, Alabama Power Company (the Company) entered into Underwriting Agreements covering the issue and sale by the Company of \$100,000,000 aggregate principal amount of its Series GG 5 7/8% Senior Notes due February 1, 2046 (the Series GG Senior Notes) and \$200,000,000 aggregate principal amount of its Series HH 5.10% Senior Notes due February 1, 2011 (the Series HH Senior Notes). Said notes were registered under the Securities Act of 1933, as amended, pursuant to the shelf registration statement (Registration Nos. 333-126348, 333-126348-01, 333-126348-02 and 333-126348-03) of the Company.

Item 9.01. Financial Statements and Exhibits.

(c) Exhibits.

- 1.1 Underwriting Agreement, dated February 1, 2006 relating to the Series GG Senior Notes among the Company and Merrill Lynch, Pierce, Fenner & Smith Incorporated, A.G. Edwards & Sons, Inc., UBS Securities LLC, Morgan Keegan & Company, Inc., RBC Dain Rauscher Inc., Samuel A. Ramirez & Co., Inc., Stifel, Nicolaus & Company, Incorporated, Pershing LLC and Synovus Securities, Inc., as the underwriters named in Schedule I to the Underwriting Agreement.
 - 1.2 Underwriting Agreement, dated February 1, 2006 relating to the Series HH Senior Notes among the Company and Banc of America Securities LLC, Barclays Capital Inc., Calyon Securities (USA) Inc., Morgan Keegan & Company, Inc. and Synovus Securities, Inc., as the underwriters named in Schedule I to the Underwriting Agreement.
 - 4.2(a) Thirty-Third Supplemental Indenture to Senior Note Indenture dated as of February 8, 2006, providing for the issuance of the Series GG Senior Notes.
 - 4.2(b) Thirty-Fourth Supplemental Indenture to Senior Note Indenture dated as of February 8, 2006, providing for the issuance of the Series HH Senior Notes.
 - 4.7(a) Form of Series GG Senior Note (included in Exhibit 4.2(a) above).
 - 4.7(b) Form of Series HH Senior Note (included in Exhibit 4.2(b) above).
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5.1(a) Opinion of Balch & Bingham LLP relating to the Series GG Senior Notes.

5.1(b) Opinion of Balch & Bingham LLP relating to the Series HH Senior Notes.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: February 8, 2006

ALABAMA POWER COMPANY

By /s/Wayne Boston

Wayne Boston

Assistant Secretary