

ATMOS ENERGY CORP
Form 4
November 07, 2013

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 *
Forsythe Christopher T

(Last) (First) (Middle)

5430 LBJ FREEWAY, SUITE 160

(Street)

DALLAS, TX 75240

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

ATMOS ENERGY CORP [ATO]

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

11/02/2013

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)

Vice President and Controller

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 11/02/2013 | | M | V | 1,972 A \$ 0 | 7,727.7061 | D |
| Common Stock | 11/02/2013 | | F ⁽¹⁾ | | 540 D \$ 44.43 | 7,187.7061 | D |
| Common Stock | 11/05/2013 | | A ⁽²⁾ | | 2,549 A \$ 0 | 9,736.7061 | D |
| Common Stock | 11/05/2013 | | F ⁽¹⁾ | | 698 D \$ 44.29 | 9,038.7061 | D |
| Common Stock | | | | | | 479.2191 ⁽³⁾ | I By Retirement Savings |

Plan and Trust

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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(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 | | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|--|-------|-----|--|-----------------|---|----------------------------|
| | | | | | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (A) | (D) | Date Exercisable | Expiration Date | | |
| Restricted Stock Unit | (4) | 11/02/2013 | | M | | 1,972 | | (5) | (5) | Common Stock | 1,972 |
| Restricted Stock Unit | (4) | 11/05/2013 | | A | | 1,912 | | (6) | (6) | Common Stock | 1,912 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Forsythe Christopher T 5430 LBJ FREEWAY SUITE 160 DALLAS, TX 75240 | | | Vice President and Controller | |

Signatures

/s/Suzanne Johnson
by POA

11/07/2013

**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) Shares withheld pursuant to a tax withholding obligation under the 1998 Long-Term Incentive Plan of the Company.

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- (2) Vesting of award of performance based restricted stock units pursuant to the 1998 Long-Term Incentive Plan of the Company.
- (3) To update end of period holdings as of October 31, 2013 under the Atmos Energy Corporation Retirement Savings Plan and Trust.
- (4) Each restricted stock unit represents a contingent right to receive one share of ATO common stock.
- (5) The restricted stock units vested and were delivered to the reporting person three years from date of grant.
- (6) The restricted stock units vest and will be delivered to the reporting person three years from date of grant.

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.