

SOUTHWEST GAS CORP  
Form 8-K  
May 17, 2004

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**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) May 17, 2004

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**SOUTHWEST GAS CORPORATION**

(Exact name of registrant as specified in its charter)

**California**  
(State or other jurisdiction of  
incorporation or organization)

**1-7850**  
(Commission  
File Number)

**88-0085720**  
(I.R.S. Employer  
Identification No.)

5241 Spring Mountain Road

89193-8510

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**Post Office Box 98510**

**Las Vegas, Nevada**  
(Address of principal executive offices)

(Zip Code)

**Registrant's telephone number, including area code: (702) 876-7237**

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**ITEM 5. Other Events and Regulation FD Disclosure.**

On April 22, 2004, Southwest Gas Corporation (the Company ) entered into a Sales Agency Financing Agreement (the Agreement ) with BNY Capital Markets, Inc. ( BNYCMI ), which is attached as Exhibit 1.1 hereto. Under the terms of the Agreement, the Company may offer and sell up to \$60,000,000 of shares of its common stock (the Shares ) from time to time through BNYCMI, as the Company's agent for the offer and sale of the Shares.

On May 17, 2004, in connection with this offer and sale of the Shares from time to time under the Agreement, the Company filed a prospectus supplement and a prospectus pursuant to the Registration Statement on Form S-3 (File No. 333-106419), which was declared effective on April 15, 2004. The following exhibits are filed in connection therewith.

**ITEM 7. Financial Statements and Exhibits.**

- 1.1 Sales Agency Financing Agreement, dated as of April 22, 2004, between Southwest Gas Corporation and BNY Capital Markets, Inc.
- 5.1 Opinion of Morrison & Foerster LLP.
- 23.1 Consent of Morrison & Foerster LLP (included in Exhibit 5.1).

**SIGNATURES**

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.

SOUTHWEST GAS CORPORATION

Date: May 17, 2004

/s/ KENNETH J. KENNY

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Kenneth J. Kenny

Treasurer

**EXHIBIT INDEX**

**Exhibit**

<b>No.</b>	<b>Description</b>
1.1	Sales Agency Financing Agreement, dated as of April 22, 2004, between Southwest Gas Corporation and BNY Capital Markets, Inc.
5.1	Opinion of Morrison & Foerster LLP.
23.1	Consent of Morrison & Foerster LLP (included in Exhibit 5.1).