

SOUTHERN CO
Form 4/A
March 09, 2017

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
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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 *
WOOD E JENNER III

(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)
01/03/2017

4. If Amendment, Date Original Filed(Month/Day/Year)
01/04/2017

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Ownership Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(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	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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Derivative Security	Code	V	Disposed of (D)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
			(A)	(D)				
Deferred Stock Units				711.5269 <u>(1)</u>	<u>(2)</u>	<u>(2)</u>	Southern Company Common Stock	711.5269 <u>(1)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WOOD E JENNER III 30 IVAN ALLEN JR. BLVD., NW ATLANTA, GA 30308			X	

Signatures

/s/ Laura O. Hewett, Attorney-in-Fact for E. Jenner Wood, III 03/09/2017

__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) This amended Form 4 is being filed to correct the number of deferred stock units acquired. Due to an administrative error, the number of deferred stock units in the original filing was overstated by 139.764 units.
- (2) Acquired pursuant to Southern's Deferred Compensation Plan, payable in stock only upon termination. There is no exercise or expiration date.

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. center" valign="top">__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) On October 2, 2007, the common stock of Johnson Controls Inc., split 3-for-1, resulting in the reporting person's ownership of 1,600 additional shares of common stock.
- (2) The phantom stock units convert to the common stock's cash value on a one-for-one basis.
- (3) The Phantom stock units were accrued under the Johnson Controls Directors' Deferred Compensation Plan and are to be settled 100% in cash upon the reporting person's retirement. The reporting person has the right to transfer the value of the phantom stock account into an alternative investment account within the plan.
- (4) On October 2, 2007, the common stock of Johnson Controls Inc., split 3-for-1, resulting in the reporting person's ownership of 9,663.522 of additional phantom stock units.

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- (5) Includes 186.563 phantom stock units acquired through the reinvestment of dividends on March 30, June 29 and October 2, 2007, and January 3, 2008, at prices ranging from \$31.54 to \$39.8667 per phantom stock unit.

(6) The Phantom stock units were accrued under the Johnson Controls Directors' Retirement Plan and are to be settled 100% in cash upon the reporting person's retirement. The reporting person has the right to transfer the value of the phantom stock account into an alternative investment account within the plan.

- (7) Includes 186.563 phantom stock units acquired through the reinvestment of dividends on March 30, June 29 and October 2, 2007, and January 3, 2008, at prices ranging from \$31.54 to \$39.8667 per phantom stock unit.

- (8) Includes 126.111 phantom stock units acquired through the reinvestment of dividends on October 2, 2007 and January 3, 2008, at prices of \$39.8667 and \$35.02 per phantom stock unit.

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