ALABAMA POWER CO
Form 8-K
November 26, 2002

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) November 20, 2002

ALABAMA POWER COMPANY
(Exact name of registrant as specified in its charter)

Alabama	1-3164	63-0004250
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

600 North 18th Street, Birmingham, Alabama	35291
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code (205) 257-1000

N/A
(Former name or former address, if changed since last report.)

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Item 5. Other Events.

On November 20, 2002, Alabama Power Company (the "Company") entered into Underwriting Agreements covering the issue and sale by the Company of an additional $100,000,000 aggregate principal amount of its Series Q 5.50% Senior Notes due October 15, 2017 (the "Series Q Senior Notes") and $100,000,000 aggregate principal amount of its Series R 4.70% Senior Notes due December 1, 2010 (the "Series R Senior Notes"). Said notes were registered under the Securities Act of 1933, as amended (the "Securities Act"), pursuant to the shelf registration statement (Registration Nos. 333-100721, 333-100721-01

333-100721-02 and 333-100721-03) of the Company.

Item 7. Financial Statements, Pro Forma Financial Information and Exhibits.

(c) Exhibits.

1.1 Underwriting Agreement, dated November 20, 2002 relating to the Series Q Senior Notes among the Company and Goldman, Sachs & Co., ABI Capital Management LLC and Credit Lyonnais Securities (USA) Inc. as the Underwriters.

1.2 Underwriting Agreement, dated November 20, 2002 relating to the Series R Senior Notes among the Company and Goldman, Sachs & Co., Morgan Stanley & Co. Incorporated and Credit Lyonnais Securities (USA) Inc. as the Underwriters.

4.2(a) Eighteenth Supplemental Indenture to Senior Note Indenture dated as of November 26, 2002, providing for the issuance of the Series R Senior Notes.

4.7(a) Form of Series R Senior Note (included in Exhibit 4.2(a) above).

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

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

12.1 Computation of ratio of earnings to fixed charges.

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: November 26, 2002 ALABAMA POWER COMPANY

By /s/ Wayne Boston

Wayne Boston
Assistant Secretary