

SOUTHERN CO
Form 4
July 06, 2016

FORM 4

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

OMB APPROVAL

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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 *
BEATTIE ART P

(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)
07/05/2016

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)
Executive Vice President & CFO

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)
			Code	V	Amount	(A) or (D)	Price
Southern Company Common Stock	07/05/2016		M		62,588	A	\$ 41.28
Southern Company Common Stock	07/05/2016		S		62,588	D	\$ 54
Southern Company Common Stock	07/05/2016		M		60,619	A	\$ 44.06

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Southern Company Common Stock	07/05/2016	S	60,619	D	\$ 54.25	12,553	D	
Southern Company Common Stock						7,078.5838	I	401K
Southern Company Common Stock						51	I	by family member in household

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

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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 Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Option Right to Buy <u>(1)</u> <u>(2)</u> <u>(3)</u>	\$ 44.06	07/05/2016		M	60,619	02/11/2014 02/11/2023	Southern Company Common Stock 60,619
Option Right to Buy <u>(1)</u> <u>(2)</u> <u>(3)</u>	\$ 41.28	07/05/2016		M	62,588	02/10/2015 02/10/2024	Southern Company Common Stock 62,588

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
			Executive Vice President & CFO	

BEATTIE ART P
30 IVAN ALLEN JR. BLVD., NW
ATLANTA, GA 30308

Signatures

/s/ Laura O. Hewett, Attorney-in-Fact for Art P.
Beattie

07/06/2016

__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) Options vest 33% per year on the anniversary of the grant date.
- (2) Includes the right to have shares withheld upon exercise to satisfy tax withholding obligations.
- (3) Options were exercised and shares were sold pursuant to a Rule 10b5-1 plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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