

AGL RESOURCES INC

Form 4

September 15, 2015

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**SOMERHALDER JOHN W II**

(Last) (First) (Middle)

**TEN PEACHTREE PLACE**

(Street)

**ATLANTA, GA 30309**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
**AGL RESOURCES INC [GAS]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**09/11/2015**

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)

Chairman and CEO

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	09/11/2015		M	V Amount (A) or (D) Price 200,000 A \$ 35.83	296,290.23 (1)	D	
Common Stock	09/11/2015		F	157,499 D \$ 60.55	138,791.23	D	
Common Stock	09/11/2015		M	66,800 A \$ 31.09	205,591.23	D	
Common Stock	09/11/2015		F	49,883 D \$ 60.55	155,708.223	D	
Common Stock					29,711	I	By the John W. Somerhalder II

Common Stock	10,578.532 (2)	I	Rev trust uad 4/6/09 by 401(k)
Common Stock	51,239.9315 (2)	I	by Non-Qualified Savings Plan

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
Common Stock Equivalent Units (CSEs)	\$ 0	09/11/2015		A		44.3223		<u>(3)</u>	<u>(4)</u>	Common Stock	44.3223

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SOMERHALDER JOHN W II TEN PEACHTREE PLACE ATLANTA, GA 30309	X		Chairman and CEO	

## Signatures

Michelle Johnson, by power of attorney  
09/15/2015

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).

- Includes 68.9530 shares and 602.4910 shares allocated to the reporting person's account on September 1, 2015 pursuant to a dividend
- (1) reinvestment feature of the AGL Resources Inc. Direct Stock Purchase and Dividend Reinvestment Plan. Also includes 130.3530 shares allocated to the reporting person's account on September 1, 2015 under the AGL Resources Inc. Employee Stock Purchase Plan.
- (2) Information as of statement dated June 30, 2015.
- (3) Immediately.
- The units are to be settled in cash upon the reporting person's termination of employment based on the fair market value of the Company's
- (4) common stock as of the date of valuation. The reporting person may transfer the value of his common stock equivalent units into an alternative investment account at any time prior to settlement.
- (5) Includes 435.0939 CSEs allocated to the reporting person's account on September 1, 2015, pursuant to a dividend reinvestment feature of the AGL Resources Inc. Non-Qualified Savings 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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