

AGL RESOURCES INC

Form 5

February 14, 2006

FORM 5**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).Form 3 Holdings
Reported

Form 4

Transactions

Reported

**ANNUAL 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

OMB
Number: 3235-0362Expires: January 31,
2005Estimated average
burden hours per
response... 1.01. Name and Address of Reporting Person *
Reynolds Paula Rosput

(Last) (First) (Middle)

TEN PEACHTREE PLACE

(Street)

ATLANTA, GA 30309

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

AGL RESOURCES INC [ATG]

3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/20054. 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)

President, CEO & Chairman

6. Individual or Joint/Group Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D) Price			

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	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)

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	Derivative Security				(D) (Instr. 3, 4, and 5)			Date Exercisable	Expiration Date	Title	A o N o
					(A)	(D)					
Employee Stock Option (right to buy)	\$ 21.25	12/07/2005	Â	D4 <u>(1)</u>	Â	4,000	Â <u>(1)</u>	11/09/2008		Common Stock	
Employee Stock Option (right to buy)	\$ 21.25	12/07/2005	Â	A4 <u>(1)</u>	4,000	Â	Â <u>(1)</u>	03/01/2006		Common Stock	
Employee Stock Option (right to buy)	\$ 20.69	12/07/2005	Â	D4 <u>(1)</u>	Â	19,000	Â <u>(1)</u>	11/02/2010		Common Stock	1
Employee Stock Option (right to buy)	\$ 20.69	12/07/2005	Â	A4 <u>(1)</u>	19,000	Â	Â <u>(1)</u>	03/01/2006		Common Stock	1
Employee Stock Option (right to buy)	\$ 23.43	12/07/2005	Â	D4 <u>(1)</u>	Â	11,523	Â <u>(1)</u>	11/09/2009		Common Stock	1
Employee Stock Option (right to buy)	\$ 23.43	12/07/2005	Â	A4 <u>(1)</u>	11,523	Â	Â <u>(1)</u>	03/01/2006		Common Stock	1
Employee Stock Option (right to buy)	\$ 28.52	12/07/2005	Â	D4 <u>(1)</u>	Â	15,778	Â <u>(1)</u>	11/09/2009		Common Stock	1
Employee Stock Option (right to buy)	\$ 28.52	12/07/2005	Â	A4 <u>(1)</u>	15,778	Â	Â <u>(1)</u>	03/01/2006		Common Stock	1
	\$ 28.52	12/07/2005	Â	D4 <u>(1)</u>	Â	3,505	Â <u>(1)</u>	09/21/2008			

Employee Stock Option (right to buy)									Common Stock
Employee Stock Option (right to buy)	\$ 28.52	12/07/2005	Â	A4 ⁽¹⁾	3,505	Â	Â ⁽¹⁾	03/01/2006	Common Stock
Employee Stock Option (right to buy)	\$ 30.99	12/07/2005	Â	D4 ⁽¹⁾	Â	28,202	Â ⁽¹⁾	08/31/2010	Common Stock
Employee Stock Option (right to buy)	\$ 30.99	12/07/2005	Â	A4 ⁽¹⁾	28,202	Â	Â ⁽¹⁾	03/01/2006	Common Stock
Employee Stock Option (right to buy)	\$ 30.99	12/07/2005	Â	D4 ⁽¹⁾	Â	3,711	Â ⁽¹⁾	11/09/2008	Common Stock
Employee Stock Option (right to buy)	\$ 30.99	12/07/2005	Â	A4 ⁽¹⁾	3,711	Â	Â ⁽¹⁾	03/01/2006	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Reynolds Paula Rosput TEN PEACHTREE PLACE ATLANTA, GA 30309	Â X	Â	Â President, CEO & Chairman	Â

Signatures

Pamela J. Anthony, by power of attorney

02/14/2006

__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) The reported transactions involve the amendment of an outstanding option, resulting in the deemed cancellation of the "old" option and the grant of a replacement option. Each of the "old" and "new" options was vested as of the transaction date.

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