FANNING THOMAS A

Form 4

February 13, 2019

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB 3235-0287

OMB APPROVAL

Number:

Expires:

January 31, 2005

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

30(h) of the Investment Company Act of 1940

1(b).

Stock (3)

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * FANNING THOMAS A			2. Issuer Name and Ticker or Trading Symbol SOUTHERN CO [SO]				ng	5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle) 3. Date of (Month/I			Date of Earliest Transaction onth/Day/Year) /11/2019				(Check all applicable) Director 10% OwnerX_ Officer (give title below) Other (specify below)				
ATLANT <i>!</i>	(Street) A, GA 30308			endment, D nth/Day/Yea		ıl		President, 6. Individual or Join Applicable Line) _X_ Form filed by Or Form filed by Mo Person	ne Reporting Per	g(Check	
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative	Secui	ities Acq	uired, Disposed of,	or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Day/Yea	r) Executio any	med on Date, if Day/Year)	Code (Instr. 8)	4. Securit or(A) or Di (Instr. 3,	sposed	d of (D)	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)	
Southern Company Common Stock (1)	02/11/2019			M	21,848	A	\$ 0	161,676.4085	D		
Southern Company Common Stock (2)	02/11/2019			F	8,859	D	\$ 49.24	152,817.4085	D		
Southern Company Common	02/11/2019			A	86,040	A	\$ 0	238,857.4085	D		

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Southern Company Common Stock (2)	02/11/2019	F	39,021	D	\$ 49.27	199,836.4085	D	
Southern Company Common						10,454.0934	I	By 401(K)

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 Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. Number of orDerivative 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
Performance Restricted Stock Units	\$ 0	02/11/2019		M	20,996	<u>(4)</u>	<u>(4)</u>	Southern Company Common Stock	20,996

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

FANNING THOMAS A 30 IVAN ALLEN JR. BLVD. NW ATLANTA, GA 30308

President, CEO & Chairman

Relationships

Signatures

Stock

/s/ Marcia R. DeMar, Attorney-in-Fact for Thomas A.

Fanning 02/13/2019

**Signature of Reporting Person Date

Reporting Owners 2

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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) Shares acquired upon vesting of first 1/3 of performance restricted stock units granted on February 27, 2018. The Compensation and Management Succession Committee certified performance on February 11, 2019. Includes 107 accrued dividend equivalent units.
- (2) Shares withheld to satisfy required state and federal tax withholding requirements.
 - Shares acquired upon vesting of performance share units under Company's Performance Share Program for the 2016-2018 award. The
- (3) Compensation and Management Succession Committee certified performance on February 11, 2019. Includes accrued dividend equivalent units.
- Represents performance restricted stock units granted on February 27, 2018. The Compensation and Management Succession Committee certified performance on February 11, 2019 and the first 1/3 vested. The remaining award will vest 1/3 in 2020 and 1/3 in 2021. Each
- performance restricted stock unit represents the right to receive, at settlement, one share of common stock. Additional units will be acquired with deemed dividends. Shares will be withheld upon vesting to satisfy tax requirements.

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.