

FANNING THOMAS A

Form 4

January 30, 2012

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
FANNING THOMAS A

(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)

01/27/2012

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)

President, CEO & Chairman

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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)
Southern Company Common Stock	01/27/2012		M	80,843 A	\$ 32.7 81,828.3367	D	
Southern Company Common Stock	01/27/2012		M	95,392 A	\$ 33.81 177,220.3367	D	
Southern Company Common Stock	01/27/2012		M	99,382 A	\$ 36.42 276,602.3367	D	

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Southern
Company
Common
Stock

01/27/2012

S

275,617 D

\$
45.0693

985.3367

D

Southern
Company
Common
Stock

10,301.2725

I

By
401(K)

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 Date	Title Amount or Number of Shares
Option Right to Buy ⁽¹⁾ <u>(2)</u>	\$ 32.7	01/27/2012		M	80,843	02/18/2006 02/18/2015	Southern Company Common Stock 80,843
Option Right to Buy ⁽¹⁾ <u>(2)</u>	\$ 33.81	01/27/2012		M	95,392	02/20/2007 02/20/2016	Southern Company Common Stock 95,392
Option Right to Buy ⁽¹⁾ <u>(2)</u>	\$ 36.42	01/27/2012		M	99,382	02/19/2008 02/19/2017	Southern Company Common Stock 99,382

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other
President, CEO & Chairman

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

Signatures

/s/ Patricia L. Roberts, Attorney-in-Fact for Thomas A.
Fanning

01/30/2012

__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.

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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