

MEREDITH THOMAS C
Form 4
March 15, 2013

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 *
MEREDITH THOMAS C

(Last) (First) (Middle)

5430 LBJ FREEWAY, 1800 III
LINCOLN CENTRE

(Street)

DALLAS, TX 75240

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ATMOS ENERGY CORP [ATO]

3. Date of Earliest Transaction
(Month/Day/Year)
03/13/2013

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)

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 Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock	12/12/2012		G	V 84 ⁽¹⁾ D \$ 0	5,516.139	D	
Common Stock	12/13/2012		G	V 308 ⁽²⁾ D \$ 0	5,208.139	D	
Common Stock	12/14/2012		G	V 188 D \$ 0	5,020.139	D	
Common Stock	03/13/2013		S	4,000 D \$ 41.16 ⁽³⁾	1,020.139	D	

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)	8. Price or Value of Underlying Securities (Instr. 3 and 4)
Phantom Stock Units	(4)	03/15/2013		A	3,000	(5) (5)	Common Stock	3,000 \$

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MEREDITH THOMAS C 5430 LBJ FREEWAY 1800 III LINCOLN CENTRE DALLAS, TX 75240		X		

Signatures

/s/Suzanne Johnson
by POA 03/15/2013

__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) This amount represents three gifts of 28 shares each gifted on December 13, 2012.
- (2) This amount represents two gifts, one of 28 shares and one of 280 shares, both amounts gifted on December 13, 2012.
- (3) The range of prices for these transactions is \$41.15 to \$41.16. Atmos Energy Corporation will provide, upon request by the Commission staff, full information regarding the number of shares sold at each separate price.
- (4) Each unit of phantom stock is equivalent to one share of the Company's common stock.

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- (5) The phantom stock units were granted under the 1998 Long-Term Incentive Plan and are to be settled upon the reporting person's termination of service on the Company's Board.
- (6) Includes 1,563.09 phantom stock units resulting from a dividend reinvestment feature of the Plan which were allocated to reporting person's account since March 9, 2012.

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.