

ATMOS ENERGY CORP

Form 4

February 10, 2017

**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  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(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)  
02/08/2017

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                    | V                                                                          | Amount<br>(1)                                                                                                      | (A)<br>or<br>(D)                                                     | Price                                                             |
| Common<br>Stock                       | 02/08/2017                              |                                                             | C                                       |                                                                            | 20,042<br>(1)                                                                                                      | A                                                                    | \$ 0 20,042.139                                                   |
| Common<br>Stock                       | 02/08/2017                              |                                                             | C                                       |                                                                            | 720 (1)                                                                                                            | A                                                                    | \$ 0 20,762.139                                                   |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474  
(9-02)

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount<br>Underlying Securities<br>(Instr. 3 and 4) |                    |                 |                                     |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|------------------------------------------------------------------|--------------------|-----------------|-------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                      | (A)                                                            | (D) | Date<br>Exercisable                                              | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of Shares |
| Phantom Stock<br>Units                              | (2)                                                                   | 02/08/2017                              |                                                             | A                                       |                                                                                                        | 3,000                                                          |     | (3)                                                              | (3)                | Common<br>Stock | 3,000                               |
| Phantom Stock<br>Units                              | (2)                                                                   | 02/08/2017                              |                                                             | C                                       |                                                                                                        | 20,042                                                         |     | (3)                                                              | (3)                | Common<br>Stock | 20,042                              |
| Phantom<br>Deferred<br>Compensation                 | (2)                                                                   | 02/08/2017                              |                                                             | C                                       |                                                                                                        | 720                                                            |     | (5)                                                              | (5)                | Common<br>Stock | 720                                 |

## Reporting Owners

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

## Signatures

/s/Suzanne Johnson  
by POA 02/10/2017

\_\_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).

- Pursuant to a feature of the Equity Incentive and Deferred Compensation Plan for Non-employee Directors (the "Plan"), the reporting
- (1) person has elected to take distribution of the units in three annual installments upon retirement on February 8, 2017. This amount represents the first of three installments.
  - (2) Each unit of phantom stock is equivalent to one share of the Company's common stock.
  - (3) The phantom stock units were granted under the Plan and are settled upon the reporting person's termination of service on the Company's Board.
  - (4) Includes 1,314.89 phantom stock units resulting from a dividend reinvestment feature of the Plan which were allocated to reporting person's account since March 4, 2016.
  - (5)

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The phantom stock units were received pursuant to an election to convert a portion of the reporting person's director fees under the Plan and are settled upon the reporting person's termination of service on the Company's Board.

- (6) Includes 49.74 phantom stock units resulting from a dividend reinvestment feature of the Plan which were allocated to reporting person's account since March 4, 2016.

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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