

AGL RESOURCES INC
Form 4/A
March 10, 2005

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
MADDEN KEVIN P

(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. Date of Earliest Transaction
(Month/Day/Year)
08/25/2004

4. If Amendment, Date Original Filed(Month/Day/Year)
08/30/2004

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

EVP, Dist. & Pipeline Ops

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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 08/25/2004 | | M | 1,394 A \$ 21.3 | 22,244.886 (1) | D | |
| Common Stock | 08/25/2004 | | F(2) | 1,000 D \$ 29.68 | 21,244.886 (1) | D | |
| Common Stock | 08/26/2004 | | S | 167 D \$ 30.13 | 21,077.866 (1) | D | |
| Common Stock | 08/27/2004 | | M | 1,418 A \$ 21.3 | 22,495.886 (1) | D | |
| Common Stock | 08/27/2004 | | F(2) | 1,000 D \$ 30.2 | 21,495.886 (1) | D | |

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| | | | | | | | | |
|--------------|------------|---|-----|---|----------|--------------------------|---|-----------------|
| Common Stock | 08/27/2004 | S | 177 | D | \$ 30.17 | 21,318.886 <u>(1)</u> | D | |
| Common Stock | | | | | | 525 | I | By 401(k) plan. |

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 Security (Instr. 3 and 4) | Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------|-------------------------------------------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Employee Stock Option (right to buy) | \$ 21.3 | 08/25/2004 | | M | | 1,394 | 09/01/2002 09/01/2011 | Common Stock | 1,394 |
| Employee Stock Option (right to buy) | \$ 29.68 | 08/25/2004 | | A | 1,000 <u>(3)</u> | | 02/25/2005 09/01/2011 | Common Stock | 1,000 |
| Employee Stock Option (right to buy) | \$ 21.3 | 08/27/2004 | | M | | 1,418 | 09/01/2002 09/01/2011 | Common Stock | 1,418 |
| Employee Stock Option (right to buy) | \$ 30.2 | 08/27/2004 | | A | 1,000 <u>(4)</u> | | 02/27/2005 09/01/2011 | Common Stock | 1,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|------------------------------------------------------------|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MADDEN KEVIN P TEN PEACHTREE PLACE ATLANTA, GA 30309 | | | EVP, Dist. & Pipeline Ops | |

Signatures

Myra Coleman, by power of attorney 03/10/2005

 **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).
Includes (i) 943.403 shares of common stock acquired under the AGL Resources Inc. Employee Stock Purchase Plan; and (ii) 471.641 shares of common stock allocated to the reporting person's account pursuant to a dividend reinvestment feature of the AGL Resources Inc. Direct Stock Purchase and Dividend Reinvestment Plan.
- (1) Shares swapped pursuant to Nonqualified Stock Option Agreement dated 9/1/01.
- (2) Reload options received as a results of the 8/25/04 exercise of options for 1,394 shares, whereby 1,000 shares were swapped for options pursuant to the Nonqualified Stock Option Agreement dated 9/1/01.
- (3) Reload options received as a results of the 8/27/04 exercise of options for 1,418 shares, whereby 1,000 shares were swapped for options pursuant to the Nonqualified Stock Option Agreement dated 9/1/01.
- (4)

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.