AGL RESOURCES INC

Form 4

February 17, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

OMB APPROVAL

Expires:

January 31, 2005

0.5

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

obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * SOMERHALDER JOHN W II

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(First) (Last)

(Middle)

AGL RESOURCES INC [GAS]

(Check all applicable)

TEN PEACHTREE PLACE

(Street)

3. Date of Earliest Transaction

(Month/Day/Year) 02/13/2015

Filed(Month/Day/Year)

_X__ Director 10% Owner X_ Officer (give title Other (specify

below) below) Chairman, President and CEO

4. If Amendment, Date Original

Applicable Line)

X Form filed by One Reporting Person

(T)

(Instr. 4)

6. Individual or Joint/Group Filing(Check

Form filed by More than One Reporting

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Owned

ATLANTA, GA 30309

(City) (State) (Zip) 1. Title of 2. Transaction Date 2A. Deemed

(Month/Day/Year)

3. 4. Securities Execution Date, if TransactionAcquired (A) or

5. Amount of Securities Beneficially

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial

Ownership

(Instr. 4)

(9-02)

(Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8)

Code

Following Reported Transaction(s)

(Instr. 3 and 4)

Code V Amount (D) Price

Disposed of (D)

(A)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Security

Security

(Instr. 3)

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

any

4. 5. Number of TransactionDerivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Common Stock Equivalent Units (CSEs)	\$ 0	02/13/2015		A		52.4248		<u>(1)</u>	(2)	Common Stock	52.4248

Reporting Owners

Reporting Owner Name / Address	Relationships						
F	Director	10% Owner	Officer	Other			
SOMERHALDER JOHN W II TEN PEACHTREE PLACE ATLANTA, GA 30309	X		Chairman, President and CEO				

Signatures

Michelle Johnson, by power of attorney 02/17/2015

**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) Immediately.

The units are to be settled in cash upon the reporting person's termination of employment based on the fair market value of the Company's common stock as of the date of valuation. The reporting person may transfer the value of his common stock equivalent units into an alternative investment account at any time prior to settlement.

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.

Reporting Owners 2