

SOUTHERN CO
Form 10-K/A
March 17, 2006

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-K/A
Amendment No. 2**

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934
For the Fiscal Year Ended December 31, 2005
OR**

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934
For the Transition Period from to**

Commission File Number	Registrant, State of Incorporation, Address and Telephone Number	I.R.S. Employer Identification No.
1-3526	The Southern Company (A Delaware Corporation) 30 Ivan Allen Jr. Boulevard, N.W. Atlanta, Georgia 30308 (404) 506-5000	58-0690070

Securities registered pursuant to Section 12(b) of the Act:¹

Each of the following classes or series of securities registered pursuant to Section 12(b) of the Act is listed on the New York Stock Exchange.

Title of each class

Common Stock, \$5 par value

**Mandatorily redeemable
preferred securities, \$25 liquidation amount**
7.125% Trust Preferred Securities²

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Edgar Filing: SOUTHERN CO - Form 10-K/A

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes No

Aggregate market value of The Southern Company's common stock held by non-affiliates of The Southern Company at June 30, 2005: \$25.9 billion. The number of outstanding shares of The Southern Company's common stock, Par Value \$5 Per Share, at January 31, 2006 was 741,738,001 shares.

Documents incorporated by reference: specified portions of The Southern Company's Proxy Statement relating to the 2006 Annual Meeting of Stockholders are incorporated by reference into PART III.

¹ As of December 31, 2005.

² Issued by Southern Company Capital Trust VI and guaranteed by The Southern Company.

EXPLANATORY NOTE

On March 2, 2006, The Southern Company (Southern Company) filed a Form 10-K/A. The certifications of the Chief Executive Officer and the Chief Financial Officer of Southern Company pursuant to Sections 302 and 906 of the Sarbanes-Oxley Act of 2002 were signed on the date of the filing of the Form 10-K/A but inadvertently were omitted from the EDGAR filing. The purpose of this amendment is to file the certifications. Except as discussed in this Explanatory Note, no other changes have been made to the Form 10-K/A.

EXHIBIT INDEX

(24) Power of Attorney and Resolution

- (a)1 - Power of Attorney and Resolution (Designated in the Form 10-K for the year ended December 31, 2005, File No. 1-3526 as Exhibit 24(a) and incorporated herein by reference).
- (a)2 - Power of Attorney for W. Ron Hinson.

(31) Section 302 Certifications

- (a)1 - Certificate of Southern Company's Chief Executive Officer required by Section 302 of the Sarbanes-Oxley Act of 2002.
- (a)2 - Certificate of Southern Company's Chief Financial Officer required by Section 302 of the Sarbanes-Oxley Act of 2002.

(32) Section 906 Certifications

- (a) - Certificate of Southern Company's Chief Executive Officer and Chief Financial Officer required by Section 906 of the Sarbanes-Oxley Act of 2002.

**THE SOUTHERN COMPANY
SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized. The signature of the undersigned company shall be deemed to relate only to matters having reference to such company and any subsidiaries thereof.

*THE SOUTHERN
COMPANY*

*By: David M.
Ratcliffe
Chairman,
President and
Chief Executive
Officer*

*By: /s/ Wayne Boston
(Wayne Boston,
Attorney-in-fact)*

Date: March 17, 2006

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated. The signature of each of the undersigned shall be deemed to relate only to matters having reference to the above-named company and any subsidiaries thereof.

*David M. Ratcliffe
Chairman, President,
Chief Executive Officer and Director
(Principal Executive Officer)
Thomas A. Fanning
Executive Vice President, Chief Financial Officer and Treasurer
(Principal Financial Officer)*

*W. Ron Hinson
Comptroller and Chief Accounting Officer
(Principal Accounting Officer)*

Directors:

*Juanita P. Baranco Zack T. Pate
Dorrit J. Bern J. Neal Purcell
Francis S. Blake William G. Smith, Jr.
Thomas F. Chapman Gerald J. St. Pé
Donald M. James*

*By: /s/ Wayne Boston
(Wayne Boston, Attorney-in-fact)*

Date: March 17, 2006