

ATMOS ENERGY CORP
 Form 4
 October 03, 2013

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 *
BEST ROBERT W

(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)
 10/01/2013

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)
 Chairman of the Board

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	10/01/2013		M	24,000 A \$ 42.66	465,837.8921	D	
Common Stock	10/01/2013		F	9,504 (1) D \$ 42.66	456,333.8921	D	
Common Stock					61,384.8354 (2)	I	By Retirement Savings Plan and Trust

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. Amount or Number of Shares
Restricted Stock Unit	(3)	10/01/2013		M	24,000	(4) (4)	Common Stock	24,000
Phantom Stock Units	(5)					(6) (6)	Common Stock	3,051.76

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BEST ROBERT W 5430 LBJ FREEWAY 1800 III LINCOLN CENTRE DALLAS, TX 75240	X			Chairman of the Board

Signatures

/s/Suzanne Johnson
by POA
10/03/2013

__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) Shares withheld pursuant to a tax withholding obligation under the Atmos Energy Corporation 1998 Long-Term Incentive Plan (the "Plan") in a transaction exempt under Rule 16b-3.
 - (2) To update end of period holdings as of May 31, 2013 under the Atmos Energy Corporation Retirement Savings Plan and Trust.
 - (3) Each restricted stock unit represents a contingent right to receive one share of ATO common stock.
 - (4)

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Shares of ATO common stock issued upon vesting of restricted stock units typically are delivered to the reporting person three years from date of grant. However, in compliance with Internal Revenue Code section 409A, these shares were instead issued following a period of six months after the reporting person's date of retirement.

- (5) Each phantom stock unit is equivalent to one share of the Company's common stock.
- (6) The phantom stock units were awarded under the Plan and are to be settled upon the reporting person's termination of service on the Company's Board.
- (7) Includes 51.76 phantom stock units resulting from dividend equivalents converted to phantom stock units, which have been credited to the reporting person's account since April 3, 2013.

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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