

ATMOS ENERGY CORP
 Form 4
 November 07, 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 *
 Sweetin Marvin L

(Last) (First) (Middle)
 5430 LBJ FREEWAY
 (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)
 11/02/2013

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)
 SR VP, UTILITY OPERATIONS

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	11/02/2013		M		2,188	A	\$ 0
Common Stock	11/02/2013		F ⁽²⁾		600	D	\$ 44.43
Common Stock	11/05/2013		A ⁽³⁾		2,549	A	\$ 0
Common Stock	11/05/2013		F ⁽²⁾		698	D	\$ 44.29
Common Stock					4,032.4262	I	
					⁽⁴⁾		

By Retirement Savings

Common Stock	80.7 ⁽⁵⁾	I	Plan and Trust By Wife
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 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
				Code V (A) (D)		Date Exercisable Expiration Date	Title	
Restricted Stock Unit	<u>(6)</u>	11/02/2013		M	2,188	<u>(7)</u> <u>(7)</u>	Common Stock	2,188
Restricted Stock Unit	<u>(6)</u>	11/05/2013		A	7,534	<u>(8)</u> <u>(8)</u>	Common Stock	7,534

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Sweetin Marvin L 5430 LBJ FREEWAY DALLAS, TX 75240	SR VP, UTILITY OPERATIONS

Signatures

/s/Suzanne Johnson
by POA 11/07/2013

 **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) Includes 228.20 shares resulting from a dividend reinvestment feature which were allocated to reporting person's account since May 7, 2013.
- (2) Shares withheld pursuant to a tax withholding obligation under the 1998 Long-Term Incentive Plan of the Company.
- (3) Vesting of award of performance based restricted stock units pursuant to the 1998 Long-Term Incentive Plan of the Company.
- (4) To update end of period holdings as of October 31, 2013 under the Atmos Energy Corporation Retirement Savings Plan and Trust.
- (5) Includes 0.7 shares resulting from a dividend reinvestment feature which were allocated on September 9, 2013.
- (6) Each restricted stock unit represents a contingent right to receive one share of ATO common stock.
- (7) The restricted stock units vested and were delivered to the reporting person three years from date of grant.
- (8) The restricted stock units vest and will be delivered to the reporting person three years from the date of grant.

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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