

Crosswhite Mark A.
Form 4
February 13, 2019

FORM 4

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

OMB APPROVAL

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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 *
Crosswhite Mark A.

2. Issuer Name and Ticker or Trading Symbol
SOUTHERN CO [SO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
30 IVAN ALLEN JR. BLVD

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/11/2019

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
President & CEO, APC

ATLANTA, GA 30308

(City) (State) (Zip)

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

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 or Price		
Southern Company Common Stock ⁽¹⁾	02/11/2019		M		5,315 A \$ 0	38,328	D
Southern Company Common Stock ⁽²⁾	02/11/2019		F		2,354 D \$ 49.24	35,974	D
Southern Company Common Stock ⁽³⁾	02/11/2019		A		43,087 A \$ 0	79,061	D

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Southern
Company
Common
Stock (2)
02/11/2019

F 19,111 D \$ 49.24 59,950 D

Southern
Company
Common
Stock

13,729.9086 I By 401(k)
Trustee

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 (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
Performance Restricted Stock Units (4)	\$ 0	02/11/2019		M	5,107	(4) (4)	Southern Company Common Stock	5,107

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Crosswhite Mark A.
30 IVAN ALLEN JR. BLVD
ATLANTA, GA 30308

President & CEO, APC

Signatures

/s/ Marcia R. DeMar, Attorney-in-Fact for Mark A.
Crosswhite

02/13/2019

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 acquired upon vesting of first 1/3 of performance restricted stock units granted on February 27, 2018. The Compensation and Management Succession Committee certified performance on February 11, 2019. Includes 208 accrued dividend equivalent units.
- (2) Shares withheld to satisfy required state and federal tax withholding requirements.

Shares acquired upon vesting of performance share units under Company's Performance Share Program for the 2016-2018 award. The Compensation and Management Succession Committee certified performance on February 11, 2019. Includes accrued dividend equivalent units.

- (3) Represents performance restricted stock units granted on February 27, 2018. The Compensation and Management Succession Committee certified performance on February 11, 2019 and the first 1/3 vested. The remaining award will vest 1/3 in 2020 and 1/3 in 2021. Each performance restricted stock unit represents the right to receive, at settlement, one share of common stock. Additional units will be acquired with deemed dividends. Shares will be withheld upon vesting to satisfy tax requirements.

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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