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ALABAMA POWER CO  
Form 8-K  
June 28, 2002

SECURITIES AND EXCHANGE COMMISSION

Washington, D. C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) June 21, 2002  
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ALABAMA POWER COMPANY

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(Exact name of registrant as specified in its charter)  
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Alabama

1-3164

63-0004250

-----  
(State or other jurisdiction  
of incorporation)

(Commission File  
Number)

(IRS Employer Identification  
No.)

600 North 18th Street, Birmingham, Alabama

35291

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(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code (205) 257-1000  
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N/A

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(Former name or former address, if changed since last report.)

Item 5. Other Events.

On June 21, 2002, Alabama Power Company (the "Company") entered into an Underwriting Agreement covering the issue and sale by the Company of \$350,000,000 aggregate principal amount of its Series P Floating Rate Senior Notes due December 29, 2003 (the "Series P Senior Notes"). Said notes were registered under the Securities Act of 1933, as amended (the "Securities Act"), pursuant to the shelf registration statement (Registration Statement Nos. 333-72784, 333-72784-01 and 333-72784-02) of the Company.

Item 7. Financial Statements, Pro Forma Financial Information and Exhibits.

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(c) Exhibits.

- 1 Underwriting Agreement, dated June 21, 2002 among the Company and Lehman Brothers Inc., Blaylock & Partners, L.P., BNY Capital Markets, Inc. and Credit Lyonnais Securities (USA) Inc. as the Underwriters.
- 4.2(a) Sixteenth Supplemental Indenture to Senior Note Indenture dated as of June 28, 2002, providing for the issuance of the Series P Senior Notes.
- 4.7(a) Form of Series P Senior Note (included in Exhibit 4.2(a) above).
- 5.1 Opinion of Balch & Bingham LLP.
- 12.1 Computation of ratio of earnings to fixed charges.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: June 28, 2002

ALABAMA POWER COMPANY

By /s/Wayne Boston  
Wayne Boston  
Assistant Secretary