

AGL RESOURCES INC
Form 4
June 10, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
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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 *
Evans Andrew W

(Last) (First) (Middle)
TEN PEACHTREE PLACE
(Street)

ATLANTA, GA 30309

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
AGL RESOURCES INC [GAS]

3. Date of Earliest Transaction (Month/Day/Year)
06/06/2014

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)
EVP & CFO

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 Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock	06/06/2014		S	8,220 D \$ 53.6796	60,402.81	D	
Common Stock					7,111.586 ⁽¹⁾	I	by 401(K) Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

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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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Evans Andrew W TEN PEACHTREE PLACE ATLANTA, GA 30309			EVP & CFO	

Signatures

Michelle Johnson, by power of attorney
Date: 06/10/2014

**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) Information as of statement dated March 31, 2014.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Shares Beneficially
6.

Shared Voting Power
14,901,482 (see Item 4)

Owned by Each Reporting Person With:
7.

Sole Dispositive Power
0

	8.	
Shared Dispositive Power		
14,901,482 (see Item 4)		
	9.	
Aggregate Amount Beneficially Owned by Each Reporting Person		
14,901,482		
	10.	
Check box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)		<input type="radio"/>
	11.	
Percent of Class Represented by Amount in Row (9)		
33.1%		
	12.	
Type of Reporting Person (See Instructions)		
CO		

CUSIP No. G72457107

1. Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).

XL Insurance (Bermuda) Ltd
2. Check the Appropriate Box if a Member of a Group
(See Instructions) (a)
(b)
3. SEC Use Only
4. Citizenship or Place of Organization
Bermuda
5. Sole Voting Power
0
6. Shared Voting Power
14,901,482 (see Item 4)
7. Sole Dispositive Power
0
8. Shared Dispositive Power
14,901,482 (see Item 4)
9. Aggregate Amount Beneficially Owned by Each Reporting Person
14,901,482
10. Check box if the Aggregate Amount in Row (9) Excludes
Certain Shares (See Instructions) 0
11. Percent of Class Represented by Amount in Row (9)
33.1%
12. Type of Reporting Person (See Instructions)
CO

CUSIP No. G72457107

1. Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).

XL Capital Principal Partners I, L.L.C.

2. Check the Appropriate Box if a Member of a Group
(See Instructions)

(a)
(b)

3. SEC Use Only

4. Citizenship or Place of Organization
Delaware

5. Sole Voting Power
0

- Number of
Shares
6. Shared Voting Power
0 (see Item 4)

- Beneficially
Owned by Each
Reporting
Person With:
7. Sole Dispositive Power
0

8. Shared Dispositive Power
0 (see Item 4)

9. Aggregate Amount Beneficially Owned by Each Reporting Person
0

10. Check box if the Aggregate Amount in Row (9) Excludes
Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)
0%

12. Type of Reporting Person (See Instructions)
OO (Limited Liability Company)

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Item 1(a). Name of Issuer:

Primus Guaranty, Ltd. (the "Issuer")

Item 1(b). Address of Issuer's Principal Executive Offices:

Clarendon House, 2 Church Street
Hamilton HM 11, Bermuda

Item 2(a). Name of Person Filing:

This statement is filed jointly by each of the following persons pursuant to Rule 13d-1(k) promulgated by the Securities and Exchange Commission (the "SEC") under Section 13 of the Act:

- (i) XL Capital Ltd;
- (ii) XL Insurance (Bermuda) Ltd; and
- (iii) XL Capital Principal Partners I, L.L.C. (collectively the "Reporting Persons")

XL Insurance (Bermuda) Ltd is the record owner of 14,901,482 shares of the Issuer's Common Shares. XL Insurance (Bermuda) Ltd, a Bermuda corporation, is a wholly owned subsidiary of XL Capital Ltd.

XL Capital Principal Partners I, L.L.C. was the record owner of 418,693 shares of the Issuer's Common Shares, par value \$0.08 per share (the "Common Shares") which shares were disposed of in market transactions in 2005. XL Capital Partners Corporation, a Cayman Islands corporation, a wholly owned subsidiary of XL Capital Ltd, is the General Partner of XL Capital Partners I, LP and XL Principal Partners I, LP, which are the Managing Members of XL Capital Principal Partners I, L.L.C.

Item 2(b). Address of Principal Business Office:

The Address of the Principal Business Office of each Reporting Person is:

XL House
One Bermudiana Road
Hamilton HM 11, Bermuda

Item 2(c). Citizenship:

- (i) XL Capital Ltd — Bermuda
- (ii) XL Insurance (Bermuda) Ltd — Bermuda
- (iii) XL Capital Principal Partners I, L.L.C. — Delaware

Item 2(d). Title of Class of Securities:

Issuer's Common Shares, par value \$0.08 per share.

Item 2(e). CUSIP Number:

G72457107

Explanation of Responses:

Item Not applicable.

3.

Item Ownership:

4.

(a) Amount beneficially owned by each Reporting Person:

(i) XL Capital Ltd	14,901,482*
(ii) XL Insurance (Bermuda) Ltd	14,901,482*
(iii) XL Capital Principal Partners I, L.L.C.	0*

*As of October 5, 2004, the completion date of the Issuer's initial public offering the amount beneficially owned by XL Capital Ltd includes 13,486,735 Common Shares owned by XL Insurance (Bermuda) Ltd, 418,693 Common Shares owned by XL Capital Principal Partners I, L.L.C. and warrants to purchase 1,414,747 Common Shares held by XL Insurance (Bermuda) Ltd., which beneficial ownership was initially disclosed in the Schedule 13G filed with the Commission on January 26, 2005. Such warrants were exercised on February 14, 2007 and 1,414,747 Common Shares were issued in accordance with the terms of the warrants. XL Capital Principal Partners I, L.L.C. disposed of the 418,693 Common Shares it owned in market transactions in 2005, which dispositions were reported on Forms 4 filed on May 31, 2005 and August 18, 22 and 23, 2005.

(b) Percent of class:

(i) XL Capital Ltd	33.1%**
(ii) XL Insurance (Bermuda) Ltd	33.1%**
(iii) XL Capital Principal Partners I, L.L.C.	0%**

**These figures are calculated based on 45,029,203 Common Shares issued and outstanding as of November 1, 2007, as reported in the Issuer's Form 10-Q for the period ended September 30, 2007.

(c)

XL Capital Ltd

Number of shares as to which such person has:

(i) sole power to vote or to direct the vote:	0
(ii) shared power to vote or to direct the vote:	14,901,482
(iii) sole power to dispose or to direct the disposition of:	0
(iv) shared power to dispose or to direct the disposition of:	14,901,482

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XL Insurance (Bermuda) Ltd

Number of shares as to which such person has:

(i) sole power to vote or to direct the vote:	0
(ii) shared power to vote or to direct the vote:	14,901,482
(iii) sole power to dispose or to direct the disposition of:	0
(iv) shared power to dispose or to direct the disposition of:	14,901,482

XL Capital Principal Partners I, L.L.C.

Number of shares as to which such person has:

(i) sole power to vote or to direct the vote:	0
(ii) shared power to vote or to direct the vote:	0
(iii) sole power to dispose or to direct the disposition of:	0
(iv) shared power to dispose or to direct the disposition of:	0

Item 5. Ownership of Five Percent or Less of a Class:

Not Applicable

Item 6. Ownership of More than Five Percent on Behalf of Another Person:

Not Applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person:

Not Applicable

Item 8. Identification and Classification of Members of the Group:

See Exhibit A hereto (incorporated by reference to Schedule 13G filed with the Commission on January 26, 2005).

Item 9. Notice of Dissolution of Group:

Not Applicable

Item 10. Certifications:

Not Applicable

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SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: January 22, 2008

XL CAPITAL LTD

By: /s/ Kirstin Romann
Gould
Name: Kirstin Romann
Gould
Title: Secretary
XL INSURANCE
(BERMUDA) LTD

By: /s/ Kirstin Romann
Gould
Name: Kirstin Romann
Gould
Title: Secretary
XL CAPITAL
PRINCIPAL PARTNERS
I, L.L.C.

By: XL CAPITAL
PARTNERS
CORPORATION¹
By: /s/ Kirstin Romann
Gould
Name: Kirstin Romann
Gould
Title: Secretary

¹ XL Capital Partners Corporation, a Cayman Islands corporation, is the General Partner of XL Capital Partners I, LP and XL Principal Partners I, LP, which are the Managing Members of XL Capital Principal Partners I, L.L.C.