

# SECURITIES AND EXCHANGE COMMISSION

## FORM 8-K

Current report filing

Filing Date: **2009-01-26** | Period of Report: **2009-01-22**  
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### FILER

#### **GULF POWER CO**

CIK: **44545** | IRS No.: **590276810** | State of Incorporation: **ME** | Fiscal Year End: **1231**  
Type: **8-K** | Act: **34** | File No.: **001-31737** | Film No.: **09545886**  
SIC: **4911** Electric services

Mailing Address  
*ONE ENERGY PLACE  
PENSACOLA FL 32520*

Business Address  
*ONE ENERGY PLACE  
PENSACOLA FL 32520  
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UNITED STATES  
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) January 22, 2009

<b><u>Commission File Number</u></b>	<b><u>Registrant, State of Incorporation, Address and Telephone Number</u></b>	<b><u>I.R.S. Employer Identification No.</u></b>
000-2429	<b>Gulf Power Company</b> (A Florida Corporation) One Energy Place Pensacola, Florida 32520 (850) 444-6111	59-0276810

The address of the registrant has not changed since the last report.

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 3.02. Unregistered Sales of Equity Securities.

On January 22, 2009, Gulf Power Company issued to The Southern Company, in a private placement, 1,350,000 shares of Gulf Power Company's common stock, no par value, for an aggregate purchase price of \$135,000,000. There were no underwriting discounts or commissions. The issuance to The Southern Company was exempt from registration under the Securities Act of 1933, as amended (the "Act"), pursuant to Section 4(2) of the Act because it was a transaction by an issuer that did not involve a public offering.

SIGNATURE

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

Date: January 26, 2009

GULF POWER COMPANY

By                   /s/Wayne Boston  
Wayne Boston  
Assistant Secretary