

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-15** | Period of Report: **2013-01-14**  
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([HTML Version](#) on [secdatabase.com](#))

### REPORTING OWNER

#### FANNING THOMAS A

CIK: [1227464](#)

Type: **4** | Act: **34** | File No.: [001-03526](#) | Film No.: **13530100**

### ISSUER

#### SOUTHERN CO

CIK: [92122](#) | IRS No.: **580690070** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
SIC: **4911** Electric services

Mailing Address  
30 IVAN ALLEN JR. BLVD.,  
N.W.  
ATLANTA GA 30308

Business Address  
30 IVAN ALLEN JR. BLVD.,  
N.W.  
ATLANTA GA 30308  
4045065000

# FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### OMB APPROVAL

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## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person <b>FANNING THOMAS A</b>			2. Issuer Name and Ticker or Trading Symbol <b>SOUTHERN CO [SO]</b>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) <b>President, CEO &amp; Chairman</b>	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>01/14/2013</b>			
30 IVAN ALLEN JR. BLVD. NW						
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person ____ Form Filed by More than One Reporting Person	
ATLANTA, GA 30308						
(City)	(State)	(Zip)				

**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
Southern Company Common Stock <sup>(1)</sup>	01/14/2013		<u>A</u>		35,041	A	\$43.05	36,069.3593	D	
Southern Company Common Stock <sup>(2)</sup>	01/14/2013		<u>E</u>		13,478	D	\$43.05	22,591.3593	D	
Southern Company Common Stock								11,909.7191	I	By 401(K)

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		(A)	(D)					

### Explanation of Responses:

1. Shares acquired upon vesting of performance share units under Company's Performance Share Program.

2. Shares withheld under the terms of the Performance Share Program to satisfy required state and federal tax withholdings.

**Signatures**

/s/ Patricia L. Roberts, Attorney-in-Fact for Thomas A. Fanning

\*\* Signature of Reporting Person

01/15/2013

Date

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

\* 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).

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

**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 Number.**