

WOMACK CHRISTOPHER C
 Form 4
 February 13, 2019

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
WOMACK CHRISTOPHER C

(Last) (First) (Middle)

30 IVAN ALLEN JR. BLVD., NW

(Street)

ATLANTA, GA 30308

(City) (State) (Zip)

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

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

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 & Pres. External Affairs

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		2,701 A \$ 0	12,866.1266	D
Southern Company Common Stock ⁽²⁾	02/11/2019		F		833 D \$ 49.24	12,033.1266	D
Southern Company Common Stock ⁽³⁾	02/11/2019		A		23,244 A \$ 0	35,277.1266	D

Southern Company Common Stock ⁽²⁾	02/11/2019	F	7,932	D	\$ 49.24	27,345.1266	D	
Southern Company Common Stock						1,971.1495	I	401K

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)

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	2,595	<u>(4)</u> / <u>(4)</u>	Southern Company Common Stock	2,595

Reporting Owners

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer		Other
WOMACK CHRISTOPHER C 30 IVAN ALLEN JR. BLVD., NW ATLANTA, GA 30308				EVP & Pres. External Affairs	

Signatures

/s/ Marcia R. DeMar, Attorney-in-Fact for Christopher C. Womack
 Date: 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 106 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.

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.