

ATMOS ENERGY CORP  
Form 4  
February 10, 2017

**FORM 4**

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

OMB APPROVAL

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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 \*  
MEREDITH THOMAS C

(Last) (First) (Middle)

5430 LBJ FREEWAY, 1800 III  
LINCOLN CENTRE

(Street)

DALLAS, TX 75240

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
ATMOS ENERGY CORP [ATO]

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/08/2017

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)

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 (D) Price			
Common Stock	02/08/2017		C	20,042 (1) A \$ 0	20,042.139	D	
Common Stock	02/08/2017		C	720 (1) A \$ 0	20,762.139	D	

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

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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 Security (Instr. 3 and 4)	Amount or Number of Shares
				Code V (A) (D)		Date Exercisable Expiration Date	Title	
Phantom Stock Units	(2)	02/08/2017		A	3,000	(3) (3)	Common Stock	3,000
Phantom Stock Units	(2)	02/08/2017		C	20,042	(3) (3)	Common Stock	20,042
Phantom Deferred Compensation	(2)	02/08/2017		C	720	(5) (5)	Common Stock	720

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MEREDITH THOMAS C 5430 LBJ FREEWAY 1800 III LINCOLN CENTRE DALLAS, TX 75240	X			

## Signatures

/s/Suzanne Johnson  
by POA 02/10/2017

\_\_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) Pursuant to a feature of the Equity Incentive and Deferred Compensation Plan for Non-employee Directors (the "Plan"), the reporting person has elected to take distribution of the units in three annual installments upon retirement on February 8, 2017. This amount represents the first of three installments.

(2) Each unit of phantom stock is equivalent to one share of the Company's common stock.

(3) The phantom stock units were granted under the Plan and are settled upon the reporting person's termination of service on the Company's Board.

(4) Includes 1,314.89 phantom stock units resulting from a dividend reinvestment feature of the Plan which were allocated to reporting person's account since March 4, 2016.

(5)

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The phantom stock units were received pursuant to an election to convert a portion of the reporting person's director fees under the Plan and are settled upon the reporting person's termination of service on the Company's Board.

- (6) Includes 49.74 phantom stock units resulting from a dividend reinvestment feature of the Plan which were allocated to reporting person's account since March 4, 2016.

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

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