

SOUTHWEST GAS CORP  
Form 8-K  
December 10, 2010

**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) December 10, 2010

**SOUTHWEST GAS CORPORATION**

(Exact name of registrant as specified in its charter)

**California**  
(State or other jurisdiction of  
incorporation or organization)

**1-7850**  
(Commission  
File Number)

**88-0085720**  
(I.R.S. Employer  
Identification No.)

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**5241 Spring Mountain Road**

**Post Office Box 98510**

**Las Vegas, Nevada**  
(Address of principal executive offices)

**89193-8510**  
(Zip Code)

**Registrant's telephone number, including area code: (702) 876-7237**

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 8.01. Other Information.**

On December 10, 2010, Southwest Gas Corporation (the Company ) completed its previously announced offering of \$125 million aggregate principal amount of its 4.45% Senior Notes due 2020 (the Notes ). The Notes were sold pursuant to a Prospectus Supplement dated December 7, 2010 to the Prospectus dated December 23, 2008, filed as part of the Registration Statement on Form S-3 (File No. 333-156420) that became effective when filed with the Securities and Exchange Commission on December 23, 2008, and were issued pursuant to the First Supplemental Indenture (the First Supplemental Indenture ), dated December 10, 2010, by and between the Company and The Bank of New York Mellon Trust Company, N.A., as trustee (the Trustee ). The First Supplemental Indenture supplements the Indenture entered into by and between the Company and the Trustee on December 7, 2010.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

| <b>Exhibit Number</b> | <b>Description</b>  |
|-----------------------|---|
| 4.1                   | First Supplemental Indenture, dated as of December 10, 2010, by and between Southwest Gas Corporation and The Bank of New York Mellon Trust Company, N.A., as trustee (including the Form of 4.45% Senior Note due 2020). |
| 5.1                   | Opinion of Morrison & Foerster LLP regarding the legality of the Notes.   |
| 23.1                  | Consent of Morrison & Foerster LLP (included in Exhibit 5.1 hereto).  |

**SIGNATURES**

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

SOUTHWEST GAS CORPORATION

Date: December 10, 2010

/s/ GREGORY J. PETERSON  
**Gregory J. Peterson**  
**Vice President/Controller and**  
**Chief Accounting Officer**

**EXHIBIT INDEX**

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