

SOMERHALDER JOHN W II
 Form 4
 March 25, 2009

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 *
 SOMERHALDER JOHN W II

2. Issuer Name and Ticker or Trading Symbol
 AGL RESOURCES INC [AGL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 TEN PEACHTREE PLACE

3. Date of Earliest Transaction (Month/Day/Year)
 02/02/2009

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman, President and CEO

(Street)
 ATLANTA, GA 30309

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | | | | (A) or (D) Price | 9,165.6465 <u>(1)</u> | I | by Non-Qualified Savings Plan |
| Common Stock | | | | (A) or (D) Price | 3,708.8861 <u>(2)</u> | I | by 401(k) |

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)

Edgar Filing: SOMERHALDER JOHN W II - Form 4

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 Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Common Stock Equivalent Units | \$ 0 ⁽³⁾ | 02/02/2009 | | A | 1,001.13 | ⁽⁴⁾ ⁽⁵⁾ | Common Stock 1,001.13 |
| Common Stock Equivalent Units | \$ 0 ⁽³⁾ | 02/20/2009 | | A | 75.6267 | ⁽⁴⁾ ⁽⁵⁾ | Common Stock 75.6267 |
| Common Stock Equivalent Units | \$ 0 ⁽³⁾ | 03/03/2009 | | A | 3,530.54 | ⁽⁴⁾ ⁽⁵⁾ | Common Stock 3,530.54 |
| Common Stock Equivalent Units | \$ 0 ⁽³⁾ | 03/09/2009 | | A | 91.8589 | ⁽⁴⁾ ⁽⁵⁾ | Common Stock 91.8589 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SOMERHALDER JOHN W II TEN PEACHTREE PLACE ATLANTA, GA 30309 | X | | Chairman, President and CEO | |

Signatures

Myra C. Bierria, by power of attorney
03/25/2009

**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) These acquisitions were omitted from the Forms 4 filed by the reporting person during February 2, 2009 to March 11, 2009.

Edgar Filing: SOMERHALDER JOHN W II - Form 4

- (2) Information as of March 24, 2009.
- (3) The common stock equivalent units convert to common stock on a one-for-one basis.
- (4) Immediately.

The units are to be settled in cash upon the reporting person's termination of employment based on the fair market value of the Company's common stock as of the date of valuation. The reporting person may transfer the value of his common stock equivalent units into an alternative investment account at any time prior to settlement.

- (6) Includes 86.9481 shares allocated to the reporting person's account on 3/2/09 pursuant to a dividend reinvestment feature of the AGL Resources Inc. Non-Qualified Savings Plan.

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.