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ATMOS ENERGY CORP
Form 8-A12B/A
February 15, 2002

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-A
AMENDMENT NO. 2

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR 12(g) OF THE
SECURITIES EXCHANGE ACT OF 1934

ATMOS ENERGY CORPORATION
(Exact name of registrant as specified in its charter)

Texas and Virginia
(State of Incorporation or Organization)

75-1743247
(IRS Employer Identification No.)

1800 Three Lincoln Centre
5430 LBJ Freeway, Dallas, Texas 75240
(Address of Principal Executive Offices) (Zip Code)

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities Act registration statement file number to which this form relates:
N/A (if applicable).

Securities to be registered pursuant to Section 12(b) of the Act:

Title of Each Class To Be So Registered -----	Name of Each Exchange on Which Each Class is to be Registered -----
Common Stock	New York Stock Exchange
Purchase Rights	

Securities to be registered pursuant to Section 12(g) of the Act: None

Item 1. Description of Registrant's Securities to be Registered.

On February 13, 2002, the Company and EquiServe Trust Company, N.A., as Rights Agent, executed the Second Amendment to the Rights Agreement, dated as of November 12, 1997, between the Company and the Rights Agent. The purpose of this amendment was to convert the Agreement from a full common share rights plan to a fractional common share rights plan. A more complete description of the Second Amendment may be found in Item 5 of Form 10-Q for the quarter ended December 31, 2001, filed with the Commission on February 14, 2002, which is incorporated herein by reference.

Item 2. Exhibits.

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- * 1 Rights Agreement dated as of November 12, 1997 between the Company and BankBoston, N.A. as Rights Agent, which includes as Exhibit A thereto the Form of Rights Certificate and as Exhibit B thereto the Summary of the Rights Agreement (incorporated by reference to Exhibit 4.1 of Form 8-K dated November 12, 1997).
- * 2 First Amendment to Rights Agreement, dated as of August 11, 1999, between Atmos Energy Corporation and BankBoston, N.A. as Rights Agent (incorporated by reference to Exhibit 2 of Form 8-A12B/A dated August 12, 1999).
- * 3 Second Amendment to Rights Agreement, dated as of February 13, 2002, between Atmos Energy Corporation and EquiServe Trust Company, N.A. (successor to BankBoston, N.A.) as Rights Agent (incorporated by reference to Exhibit 4 of Form 10-Q for quarter ended December 31, 2001).
- * Previously filed.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned thereto duly authorized.

ATMOS ENERGY CORPORATION
(Registrant)

DATE: February 15, 2002

By: /s/ LOUIS P. GREGORY

Louis P. Gregory
Senior Vice President and
General Counsel