

SOUTHWEST GAS CORP
Form DEFA14A
April 28, 2009

SCHEDULE 14A INFORMATION

(RULE 14A-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- | | |
|----------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------|
| <input type="checkbox"/> Preliminary Proxy Statement | <input type="checkbox"/> Confidential, for Use of the Commission
Only(as permitted by Rule 14a-6(e)(2)) |
| <input type="checkbox"/> Definitive Proxy Statement | |
| <input checked="" type="checkbox"/> Definitive Additional Materials | |
| <input type="checkbox"/> Soliciting Material Under Rule 14a-11(c) or Rule 14a-12 | |
- Southwest Gas Corporation**

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

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(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

.. Fee paid previously with preliminary materials.

.. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

Southwest Gas Corporation (Southwest or the Company) analyzed the proxy voting recommendations it has received from the various proxy advisory services. Based on this analysis, the Company is making available additional information, commitments and representation that it views as providing value to shareholders in their voting decisions regarding matters to be considered at the 2009 Southwest Annual Meeting of Shareholders. The additional information, commitments and representation are as follows:

- * Southwest has reviewed the payments made to Mr. Wright's businesses during 2008, which totaled less than \$1,600.00. The amount paid by the Company is immaterial in relation to the revenues generated by Mr. Wright's businesses and does not trigger a negative independence determination.

- * Southwest has committed that Mr. Maffie, if elected as a director for 2009, will not serve on the Audit, Compensation or Nominating and Corporate Governance committees of the Board of Directors during his term.

- * Southwest has committed to recommend to the Company's Board of Directors that the Management Incentive Plan (the Plan) be amended to eliminate the change in control provision that would trigger the opportunity to vest performance awards on shareholder approval of a planned change in control and to require vesting only occur in connection with consummation of a planned change in control event. The Plan amendment has been scheduled for final action by the Board of Directors at its May 6, 2009 meeting and, based on its prior decisions, is anticipated to be adopted.