Kuczynski Stephen E Form 4 January 03, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2005

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5 obligations may continue. See Instruction Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person * Kuczynski Stephen E | 2. Issuer Name and Ticker or Trading Symbol SOUTHERN CO [SO] | 5. Relationship of Reporting Person(s) to Issuer | | | |
|---|---|---|--|--|--|
| (Last) (First) (Middle) | 3. Date of Earliest Transaction | (Check all applicable) | | | |
| 30 IVAN ALLEN JR. BLVD., NW | (Month/Day/Year) 12/31/2017 | Director 10% Owner _X_ Officer (give title Other (specify below) Pres. & CEO, Southern Nuclear | | | |
| (Street) | 4. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person | | | |
| ATLANTA, GA 30308 | | Form filed by More than One Reporting Person | | | |

| (City) | (State) | (Zip) Tal | ble I - Non | -Derivative Secu | rities A | Acquired, | Disposed of, or l | Beneficially (| Owned |
|--|--------------------------------------|---|-----------------|--|----------|----------------|--|--|---|
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | Code (Instr. 8) | 4. Securities According to the second of the | (A) or | | 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) |
| Southern Company Common Stock | 12/31/2017 | | Code V M | Amount 24,615.1563 | (D) | Price \$ 0 (1) | 49,645.1563 | D | |
| Southern Company Common Stock (2) | 12/31/2017 | | F | 11,804 | D | \$ 48.09 | 37,841.1563 | D | |

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

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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. Transactic Code (Instr. 8) | 5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Expiration Date (Month/Day/Year) (A) ed of | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | |
|---|---|---|---|--|---|--|--------------------|---|------------------------------------|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Share |
| Southern Co Restricted Stock Units (3) | \$ 0 (1) | 12/31/2017 | | M | 21,377 | 12/31/2017 | 12/31/2017 | Southern Company Common Stock | 21,377 |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Kuczynski Stephen E 30 IVAN ALLEN JR. BLVD., NW ATLANTA, GA 30308

Pres. & CEO, Southern Nuclear

Signatures

/s/ Laura O. Hewett, Attorney-in-Fact for Stephen E. Kuczynski

01/03/2018

**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) Each restricted stock unit (RSU) represents the right to receive, at settlement, one share of common stock.
- (2) Shares withheld to satisfy required state and federal tax withholding requirements.
- (3) RSU award was granted on October 20, 2014. On December 31, 2017, the RSU award vested along with the accrued 3,238 dividend equivalent units.

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.

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