

WOODWARD J D
Form 4
November 09, 2005

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL
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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 *
WOODWARD J D

2. Issuer Name and Ticker or Trading Symbol
ATMOS ENERGY CORP [ATO]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
5430 LBJ FREEWAY, 1800 III
LINCOLN CENTRE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/09/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Sr VP, Non-Utility Operations

DALLAS, TX 75240
(City) (State) (Zip)

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

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)
			Code	V Amount (A) or (D) Price			
Common Stock	11/08/2005		A ⁽¹⁾	5,112 A \$ 26.19	729,840	D	
Common Stock					50,000	I	By Woodward Partners, Ltd
Common Stock					20,000	I	By Woodward Pipeline ⁽²⁾
Common Stock					3,156.94 ⁽³⁾	I	ESOP Trust

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

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(9-02)

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
Employee Stock Option (right to buy)	\$ 26.19	11/08/2005		A	86,149 (4)	(5) 11/09/2015		Common Stock	86,149

Reporting Owners

Reporting Owner Name / Address	Relationships
WOODWARD J D 5430 LBJ FREEWAY 1800 III LINCOLN CENTRE DALLAS, TX 75240	Director 10% Owner Officer Sr VP, Non-Utility Operations

Signatures

Dwala Kuhn by
POA 11/09/2005

**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) Award of restricted stock in lieu of cash granted under the Atmos Energy Corporation Annual Incentive Plan for Management, in a transaction exempt under Rule 16b-3.
- (2) The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

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- (3) To update end of period holdings as of 10/31/05 under the Atmos Energy Corporation Retirement Savings Plan and Trust (formerly known as the Atmos Energy Corporation Employee Stock Ownership Plan and Trust.)
- (4) Award of option in lieu of cash bonus granted under the Atmos Energy Corporation Annual Incentive Plan for Management, in a transaction exempt under Rule 16b-3.
- (5) The options vest in three equal annual installments beginning on November 7, 2006.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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