RGC RESOURCES INC
Form 4/A
June 06, 2012

# FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

**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

OMB APPROVAL
OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
D ORAZIO JOHN S

(Last) (First) (Middle)

PO BOX 13007

(Street)

ROANOKE, VA 24030

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
RGC RESOURCES INC [RGCO]

3. Date of Earliest Transaction (Month/Day/Year)
06/04/2012

4. If Amendment, Date Original Filed(Month/Day/Year)
06/06/2012

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
VP & COO Roanoke Gas Co (sub)

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 | 06/04/2012 | | M | | 100 | A | $ 18.1 | 9,664.36 (1) | D | |
| Common Stock | 06/04/2012 | | S | | 100 | D | $ 17.3 | 9,564.36 | D | |
| Common Stock | 06/04/2012 | | M | | 100 | A | $ 18.1 | 9,664.36 | D | |
| Common Stock | 06/04/2012 | | S | | 100 | D | $ 17.2901 | 9,564.36 | D | |
| Common Stock | 06/04/2012 | | M | | 131 | A | $ 18.1 | 9,695.36 | D | |

| | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Common Stock | 06/04/2012 | | S | 131 | D | $ 17.27 | 9,564.36 | D |
| Common Stock | 06/05/2012 | | M | 122 | A | $ 18.1 | 9,686.36 | D |
| Common Stock | 06/05/2012 | | S | 122 | D | $ 17.25 | 9,564.36 | D |

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)

**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) | | 8. P Der Sec (Ins |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Employee Stock Option | $ 18.1 | 06/04/2012 | | M | | | 331 | (2) | 12/04/2012 | Common Stock | 331 | |
| Employee Stock Option | $ 18.1 | 06/05/2012 | | M | | | 122 | (2) | 12/04/2012 | Common Stock | 122 | |

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| D ORAZIO JOHN S<br>PO BOX 13007<br>ROANOKE, VA 24030 | | | VP & COO Roanoke Gas Co (sub) | |

# Signatures

John S. D'Orazio by Howard T. Lyon, POA dated 04/09/02 | 06/06/2012

**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)** Includes 180.934 shares purchased through dividends reinvested in the Dividend Reinvestment Plan

**(2)** All options fully exercisable six months after date of grant

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.