

SOUTHWEST GAS CORP

Form 8-K

May 06, 2002

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

**Form 8-K  
CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) May 1, 2002

**SOUTHWEST GAS CORPORATION**

(Exact name of registrant as specified in its charter)

**California**  
(State or other jurisdiction of  
incorporation or organization)

**1-7850**  
(Commission  
File Number)

**88-0085720**  
(I.R.S. Employer  
Identification No.)

**5241 Spring Mountain Road**  
**Post Office Box 98510**  
**Las Vegas, Nevada**  
(Address of principal executive offices)

**89193-8510**  
(Zip Code)

**Registrant's telephone number, including area code: (702) 876-7237**

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Item 7. Financial Statements and Exhibits.

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EXHIBIT INDEX

EXHIBIT 1.01(A)

EXHIBIT 1.01(B)

EXHIBIT 4.01

EXHIBIT 5.01

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**Item 7. Financial Statements and Exhibits.**

(c) Exhibits

1.01 (a) Underwriting Agreement dated May 1, 2002 among Southwest Gas Corporation, Banc of America Securities LLC, BNY Capital Markets, Inc., Banc One Capital Markets, Inc, Tokyo-Mitsubishi International plc, and Fleet Securities, Inc.

(b) Pricing Agreement dated May 1, 2002 among Southwest Gas Corporation, Banc of America Securities LLC, BNY Capital Markets, Inc., Banc One Capital Markets, Inc, Tokyo-Mitsubishi International plc, and Fleet Securities, Inc.

4.01 Fourth Supplemental Indenture dated as of May 6, 2002.

4.02 Form of 7.625% Senior Unsecured Notes due 2012 (included in Exhibit 4.01).

5.01 Opinion of O Melveny & Myers LLP as to the validity of the 7.625% Senior Unsecured Notes due 2012.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

SOUTHWEST GAS CORPORATION

Date: May 6, 2002

/s/ ROY R. CENTRELLA

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Roy R. Centrella  
Controller

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**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
1.01	(a) Underwriting Agreement dated May 1, 2002 among Southwest Gas Corporation, Banc of America Securities LLC, BNY Capital Markets, Inc., Banc One Capital Markets, Inc, Tokyo-Mitsubishi International plc, and Fleet Securities, Inc.  (b) Pricing Agreement dated May 1, 2002 among Southwest Gas Corporation, Banc of America Securities LLC, BNY Capital Markets, Inc., Banc One Capital Markets, Inc, Tokyo-Mitsubishi International plc, and Fleet Securities, Inc.
4.01	Fourth Supplemental Indenture dated as of May 6, 2002.
4.02	Form of 7.625% Senior Unsecured Notes due 2012 (included in Exhibit 4.01).
5.01	Opinion of O Melveny & Myers LLP as to the validity of the 7.625% Senior Unsecured Notes due 2012.