

AGL RESOURCES INC
Form 4
March 10, 2005

FORM 4

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

OMB APPROVAL

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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 *
MADDEN KEVIN P

(Last) (First) (Middle)

TEN PEACHTREE PLACE

(Street)

ATLANTA, GA 30309

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
AGL RESOURCES INC [ATG]

3. Date of Earliest Transaction
(Month/Day/Year)
12/31/2001

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

EVP, Dist. & Pipeline Ops

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 Ownership (Instr. 4)
Common Stock				(A) or (D) Code V Amount (D) Price	35,920.5349 (1)	D	
Common Stock					610.482 (2)	I	By 401(k) plan

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

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SEC 1474
(9-02)

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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. 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
Common Stock Equivalent Units	\$ 0 ⁽³⁾							<u>(4)</u>	<u>(5)</u>	Common Stock	471.197
Common Stock Equivalent Units	\$ 0 ⁽³⁾							<u>(4)</u>	<u>(5)</u>	Common Stock	410.858
Common Stock Equivalent Units	\$ 0 ⁽³⁾							<u>(4)</u>	<u>(5)</u>	Common Stock	1,588.56
Common Stock Equivalent Units	\$ 0 ⁽³⁾							<u>(4)</u>	<u>(5)</u>	Common Stock	1,922.36
Common Stock Equivalent Units	\$ 0 ⁽³⁾	01/25/2005		A		9.648		<u>(4)</u>	<u>(5)</u>	Common Stock	9.648
Common Stock Equivalent Units	\$ 0 ⁽³⁾	02/03/2005		A		9.13		<u>(4)</u>	<u>(5)</u>	Common Stock	9.13
Common Stock Equivalent Units	\$ 0 ⁽³⁾	02/14/2005		A		152.004		<u>(4)</u>	<u>(5)</u>	Common Stock	152.004
Common Stock Equivalent Units	\$ 0 ⁽³⁾	03/04/2005		A		8.978		<u>(4)</u>	<u>(5)</u>	Common Stock	8.978

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MADDEN KEVIN P TEN PEACHTREE PLACE ATLANTA, GA 30309			EVP, Dist. & Pipeline Ops	

Signatures

Myra Coleman, by power of attorney
03/10/2005

__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) Includes (i) 1,169,939 shares of common stock acquired under the Employee Stock Purchase Plan based on a plan statement dated as of February 1, 2005, and (ii) 101,596 shares allocated to the reporting persons account on March 1, 2005, pursuant to a dividend reinvestment feature of the AGL Resources Inc. Direct Stock Purchase and Dividend Reinvestment Plan.
 - (2) This information is based on a plan statement dated as of December 31, 2004.
 - (3) The common stock equivalent units convert to common stock on a one-for-one basis.
 - (4) Immediately.
 - (5) The units are to be settled in cash upon the reporting person's termination of employment based on the fair market value of the Company's common stock as of the date of valuation.
 - (6) These common stock equivalent units were accrued under the AGL Resources Inc. Nonqualified Savings Plan during the fiscal year ended December 31, 2001 at prices ranging from \$20.41 to \$23.02.
 - (7) These common stock equivalent units were accrued under the AGL Resources Inc. Nonqualified Savings Plan during the fiscal year ended December 31, 2002 at prices ranging from \$20.73 to \$24.30.
 - (8) These common stock equivalent units were accrued under the AGL Resources Inc. Nonqualified Savings Plan during the fiscal year ended December 31, 2003 at prices ranging from \$22.58 to \$29.10.
 - (9) These common stock equivalent units were accrued under the AGL Resources Inc. Nonqualified Savings Plan during the fiscal year ended December 31, 2004 at prices ranging from \$27.50 to \$33.24.

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.