

SOMERHALDER JOHN W II
 Form 4
 February 07, 2012

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 *
 SOMERHALDER JOHN W II

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 TEN PEACHTREE PLACE

3. Date of Earliest Transaction (Month/Day/Year)
 02/01/2012

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman, President and CEO

(Street)
 ATLANTA, GA 30309

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

(City) (State) (Zip)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 02/03/2012 | | F | V Amount (D) Price 2,654 D \$ 41.59 | 137,389.412 (1) | D | |
| Common Stock | | | | | 31,760.9341 | I | by Non-Qualified Savings Plan |
| Common Stock | | | | | 6,200.1122 (2) | I | by 401(k) |

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 Number Shares |
| Common Stock Equivalent Units | \$ 0 | 02/01/2012 | | A | 2,646.7742 | (3) | (4) | Common Stock | 2,646. |
| Common Stock Equivalent Units | \$ 0 | 02/03/2012 | | A | 59.5482 | (3) | (4) | Common Stock | 59.5 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SOMERHALDER JOHN W II TEN PEACHTREE PLACE ATLANTA, GA 30309 | X | | Chairman, President and CEO | |

Signatures

Barbara P. Christopher, by power of attorney
Date: 02/07/2012

**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 an aggregate of 196.182 shares allocated to the reporting person's account on December 16, 2011, pursuant to a dividend reinvestment feature of the AGL Resources Inc. Direct Stock Purchase and Dividend Reinvestment Plan.
- (2) Information as of statement dated December 31, 2011.
- (3) Immediately.

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. The reporting person may transfer the value of his common stock equivalent units into an alternative investment account at any time prior to settlement.

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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