

GREGORY LOUIS P
Form 4
February 15, 2005

FORM 4

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

OMB APPROVAL

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

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 *
GREGORY LOUIS P

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)
02/15/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Sr VP and General Counsel

DALLAS, TX 75240

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)			
			Code	V	Amount	(D)	Price			
Common Stock	02/14/2005		M		20,000	A	\$ 19.66	41,959	D	
Common Stock	02/14/2005		M		7,665	A	\$ 21.58	49,624	D	
Common Stock	02/14/2005		M		6,134	A	\$ 21.23	55,758	D	
Common Stock	02/14/2005		S		20,000	D	\$ 28.8196	35,758	D	
Common Stock	02/14/2005		S		13,799	D	\$ 28.8112	21,959	D	

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Common Stock 2,356.24 ⁽¹⁾ I ESOP Trust

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

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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)	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 19.66	02/14/2005		M	20,000	⁽²⁾ 09/04/2010	Common Stock	20,000
Employee Stock Option (right to buy)	\$ 21.58	02/14/2005		M	7,665	⁽³⁾ 11/11/2012	Common Stock	7,665
Employee Stock Option (right to buy)	\$ 21.23	02/14/2005		M	6,134	⁽⁴⁾ 03/10/2013	Common Stock	6,134

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GREGORY LOUIS P 5430 LBJ FREEWAY 1800 III LINCOLN CENTRE DALLAS, TX 75240			Sr VP and General Counsel	

Signatures

Dwala Kuhn by
POA

02/15/2005

__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) To update end of period holdings as of 1/31/05 under the Atmos Energy Corporation Retirement Savings Plan and Trust (formerly known as the Atmos Energy Corporation Employee Stock Ownership Plan and Trust.)
 - (2) The options vest in three equal annual installments beginning on September 5, 2001.
 - (3) The options vest in three equal annual installments beginning on November 12, 2003.
 - (4) The options vest in three equal annual installments beginning on March 11, 2004.

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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