

WOODWARD J D
Form 4
November 12, 2004

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 *
WOODWARD J D

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)
11/11/2004

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Sr VP, Non-Utility Operations

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 | 11/09/2004 | | A ⁽¹⁾ | 7,410 A \$ 25.95 | 722,688 | D | |
| Common Stock | 11/09/2004 | | F ⁽²⁾ | 1,960 D \$ 25.95 | 720,728 | D | |
| Common Stock | | | | | 50,000 | I | By Woodward Partners, Ltd |
| Common Stock | | | | | 20,000 | I | By Woodward Pipeline ⁽³⁾ |

Common Stock 2,191.68 ⁽⁴⁾ I ESOP Trust

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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|---|--|
| WOODWARD J D 5430 LBJ FREEWAY 1800 III LINCOLN CENTRE DALLAS, TX 75240 | Director 10% Owner Officer Sr VP, Non-Utility Operations Other |

Signatures

Dwala Kuhn by POA 11/11/2004

**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) Award of common stock issued in lieu of cash, which was granted under the Atmos Energy Corporation Annual Incentive Plan for Management, in a transaction exempt under Rule 16b-3.
- (2)

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Shares withheld pursuant to a tax withholding obligation under the Atmos Energy Corporation Annual Incentive Plan for Management, in a transaction exempt under Rule 16b-3.

- (3) The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
- (4) To update end of period holdings as of 10/31/04 under the Atmos Energy Corporation Retirement Savings Plan and Trust (formerly known as the Atmos Energy Corporation Employee Stock Ownership Plan and Trust.)

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.