

WARREN WILLIAM MICHAEL JR
 Form 4
 March 24, 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 *
WARREN WILLIAM MICHAEL JR

(Last) (First) (Middle)

605 RICHARD ARRINGTON JR.
 BLVD. NORTH

(Street)

BIRMINGHAM, AL 35203-2707

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ENERGEN CORP [EGN]

3. Date of Earliest Transaction (Month/Day/Year)
 03/23/2005

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)
 Chairman, President and CEO

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)
			Code	V	Amount or Price		
Common Stock (WMW's)	03/23/2005		M		3,500 A \$ 22.63	D	
(same as above)	03/23/2005		S		3,100 D \$ 65.1	D	
(same as above)	03/23/2005		S		400 D \$ 65.31	D	
(same as above)	03/24/2005		M		17,452 A \$ 22.63	D	
(same as above)	03/24/2005		F		10,106 D \$ 65.29	D	

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Common Stock (ESP)						50,755	I	ESP ⁽¹⁾	
Common Stock (IRA)						2,450	D		
Common Stock (IRA)						445	I	By wife	
Common Stock (AMW)	02/04/2005		G V	3,000	D	<u>(2)</u>	22,106	I	By wife
Common Stock (Deferred)							335,880 ⁽³⁾	D	

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy) (NQ)	\$ 27.4375					<u>(4)</u>	10/24/2010	Common Stock	6,000
Stock Option (Right to Buy) (ISO)	\$ 27.4375					<u>(4)</u>	10/24/2010	Common Stock	9,000
Stock Option (Right to Buy)	\$ 22.63	03/23/2005		M	3,500	10/24/2004	10/23/2011	Common Stock	3,500

(NQ)									
(same as above)	\$ 22.63	03/24/2005	M	17,452	10/24/2004	10/23/2011	Common Stock	17,452	
Stock Option (Right to Buy) (ISO)	\$ 22.63				10/24/2004	10/23/2011	Common Stock	4,418	
Stock Option (Right to Buy) (NQ)	\$ 29.71				01/29/2006	01/28/2013	Common Stock	26,235	
Stock Option (Right to Buy) (ISO)	\$ 29.71				01/29/2006	01/28/2013	Common Stock	3,365	
Stock Option (Right to Buy) (ISO)	\$ 42.75				01/28/2007	01/27/2014	Common Stock	2,339	
Stock Option (Right to Buy) (NQ)	\$ 42.75				01/28/2007	01/27/2014	Common Stock	16,181	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WARREN WILLIAM MICHAEL JR 605 RICHARD ARRINGTON JR. BLVD. NORTH BIRMINGHAM, AL 35203-2707	X		Chairman, President and CEO	

Signatures

Wm. Michael Warren, Jr. 03/24/2005

__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) Energen Corporation Employee Savings Plan, number of shares and securities are estimates based on trustee's unit accounting.
- (2) Gift; no sales price.
- (3) Energen Corporation Deferred Compensation Plan, number of securities is estimated based on recordkeepers' unit accounting.
- (4) The option became exercisable in three equal annual installments on October 25, 2001, 2002 and 2003.
- (5) Exercise or conversion of a derivative security.

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