

ATMOS ENERGY CORP
Form 4
February 18, 2005

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 *
FISCHER R EARL

(Last) (First) (Middle)

5430 LBJ FREEWAY 5430 LBJ
FREEWAY, 1800 III LINCOLN
CENTRE 1800 III LINCOLN

(Street)

DALLAS, TX 75240

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ATMOS ENERGY CORP [ATO]

3. Date of Earliest Transaction
(Month/Day/Year)
02/18/2005

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)
Sr VP, Utility Operations

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				(A) or (D)	Price
Common Stock	02/16/2005		M			12,000	A	\$ 15.65	32,712	D	
Common Stock	02/16/2005		M			20,000	A	\$ 16.31	52,712	D	
Common Stock	02/16/2005		M			30,000	A	\$ 23.56	82,712	D	
Common Stock	02/16/2005		M			26,000	A	\$ 22.68	108,712	D	
Common Stock	02/16/2005		S			88,000	D	\$ 28.8698	20,712	D	

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Common Stock 10,653.81 ⁽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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 15.65	02/16/2005		M	12,000	⁽²⁾ 03/06/2010	Common Stock	12,000	
Employee Stock Option (right to buy)	\$ 16.31	02/16/2005		M	20,000	⁽³⁾ 04/30/2010	Common Stock	20,000	
Employee Stock Option (right to buy)	\$ 23.56	02/16/2005		M	30,000	⁽⁴⁾ 03/05/2011	Common Stock	30,000	
Employee Stock Option (right to buy)	\$ 22.68	02/16/2005		M	26,000	⁽⁵⁾ 03/06/2012	Common Stock	26,000	

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer

Other

FISCHER R EARL
5430 LBJ FREEWAY
1800 III LINCOLN CENTRE
DALLAS, TX 75240

Sr VP, Utility Operations

Signatures

Dwala Kuhn by
POA 02/18/2005

__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 March 7, 2001.
- (3) The options vest in three equal annual installments beginning on May 1, 2001.
- (4) The options vest in three equal annual installments beginning on March 6, 2002.
- (5) The options vest in three equal annual installments beginning on March 7, 2003.

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.