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SOUTHERN CO
Form 8-K
May 19, 2009
UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D. C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) May 11, 2009

Commission	Registrant, State of Incorporation,	I.R.S. Employer
<u>File Number</u>	<u>Address and Telephone Number</u>	<u>Identification No.</u>
1-3526	The Southern Company (A Delaware Corporation) 30 Ivan Allen Jr. Blvd., N.W. Atlanta, Georgia 30308 (404) 506-5000	58-0690070

The name and address of the registrant have not changed since the last report.

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

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- o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 8.01. Other Events.

On May 11, 2009, The Southern Company (Southern) entered into an Underwriting Agreement covering the issue and sale of \$350,000,000 aggregate principal amount of its Series 2009A 4.15% Senior Notes due May 15, 2014 (the Senior Notes). The Senior Notes were registered under the Securities Act of 1933, as amended (the Securities Act), pursuant to the shelf registration statement (Registration Statement No. 333-159072) of Southern.

Item 9.01. Financial Statements and Exhibits.

(c) Exhibits

- 1.2 Underwriting Agreement relating to the Senior Notes, dated May 11, 2009, among Southern and Citigroup Global Markets Inc., Goldman, Sachs & Co. and UBS Securities LLC, as Representatives of the several underwriters named in Schedule I thereto.
- 4.2 Fourth Supplemental Indenture to the Senior Note Indenture dated as of May 19, 2009, providing for the issuance of the Senior Notes.
- 4.8 Form of Senior Note (included in Exhibit 4.2 above).
- 5.1 Opinion of Troutman Sanders LLP relating to the Senior Notes.
- 12.1 Computation of ratio of earnings to fixed charges.

SIGNATURE

Pursuant to the requirements of the Securities Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: May 19, 2009

THE SOUTHERN COMPANY

By /s/Wayne Boston

Wayne Boston

Assistant Secretary

