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SOUTHERN CO
Form 8-K
October 22, 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) October 19, 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 October 19, 2009, The Southern Company (Southern) entered into an Underwriting Agreement covering the issue and sale of \$300,000,000 aggregate principal amount of its Series 2009B Floating Rate Senior Notes due October 21, 2011 (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 October 19, 2009, among Southern and Deutsche Bank Securities Inc. and RBS Securities Inc., as representatives of the several Underwriters.

- 4.2 Fifth Supplemental Indenture to the Senior Note Indenture dated as of October 22, 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: October 22, 2009

THE SOUTHERN COMPANY

By /s/ Melissa K. Caen
Melissa K. Caen
Assistant Secretary