AGL RESOURCES INC

Form 4

December 16, 2008

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

Expires:

January 31, 2005

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OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

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

may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * WARD FELKER W JR

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

(Middle)

AGL RESOURCES INC [ATG]

(Check all applicable)

(Last)

(City)

1.Title of

Security

(Instr. 3)

(First)

3. Date of Earliest Transaction

4. If Amendment, Date Original

X_ Director 10% Owner Other (specify Officer (give title below)

12/15/2008

(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

(Instr. 4)

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

ATLANTA, GA 30309

TEN PEACHTREE PLACE

(State) (Zip) 2. Transaction Date 2A. Deemed

(Street)

4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or 5. Amount of Securities Beneficially

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial

(Month/Day/Year)

Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

> Following Reported

Transaction(s)

Owned

Code V Amount (D) Price

(A)

or

(Instr. 3 and 4)

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)

Ownership

(Instr. 4)

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)

Conversion or Exercise

Price of

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if (Month/Day/Year)

5. Number of 4. TransactionDerivative Code Securities (Instr. 8) Acquired (A) or 6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount o **Underlying Securities** (Instr. 3 and 4)

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	Derivative Security		Disposed of (D) (Instr. 3, 4, and 5)							
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Common Stock Equivalents (CSEs)	(1)	12/15/2008	A		1,222.038		(2)	(2)	Common Stock	1,222.

Reporting Owners

Reporting Owner Name / Address	Relationships							
·r····	Director	10% Owner	Officer	Other				
WARD FELKER W JR TEN PEACHTREE PLACE ATLANTA, GA 30309	X							

Signatures

Myra C. Bierria, by power of attorney 12/16/2008

**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) The CSEs convert to common stock on a one-for-one basis.
- (2) The CSEs are settled in cash upon the reporting person's termination of service.
- (3) Includes 279.662 CSEs allocated to the reporting person's account on September 1, 2008 and 337.54 CSEs allocated to the reporting person's account on December 1, 2008 pursuant to a dividend reinvestment feature of the CSE Plan.

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.

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