

SOUTHWEST GAS CORP
Form 11-K
June 28, 2006

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 11-K

ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.

For the fiscal year ended **December 31, 2005**

Commission file number **1-7850**

- A. Full title of the plan and the address of the plan, if different from that of the issuer named below:

SOUTHWEST GAS CORPORATION EMPLOYEES INVESTMENT PLAN

- B. Name of issuer of the securities held pursuant to the plan and the address of its principle executive office:

SOUTHWEST GAS CORPORATION

5241 Spring Mountain Road, Post Office Box 98510

Las Vegas, Nevada 89193-8510

(702) 876-7237

FINANCIAL STATEMENTS AND EXHIBITS.

Listed below are all financial statements and exhibits filed as part of this annual report:

- (a) Financial statements, including statements of net assets available for benefits as of December 31, 2005 and 2004, and the related statement of changes in net assets available for benefits for the year ended December 31, 2005 and notes to financial statements, together with the report thereon of PricewaterhouseCoopers LLP, independent registered public accounting firm.
- (b) Supplemental Schedule: Schedule H, Line 4i - Schedule of Assets (Held at End of Year). All other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and not included herein have been omitted because they are not applicable.
- (c) Consent of PricewaterhouseCoopers LLP, independent registered public accounting firm.

Pursuant to the requirements of the Securities Exchange Act of 1934, the members of the Southwest Gas Corporation Benefits Committee have duly caused this annual report to be signed by the undersigned thereunto duly authorized.

SOUTHWEST GAS CORPORATION

EMPLOYEES' INVESTMENT PLAN

By /s/ George C. Biehl
George C. Biehl
Executive Vice President,
Chief Financial Officer and
Corporate Secretary
Southwest Gas Corporation

Dated: June 22, 2006

SOUTHWEST GAS CORPORATION

EMPLOYEES INVESTMENT PLAN

FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULE

AS OF DECEMBER 31, 2005 AND 2004 AND

FOR THE YEAR ENDED DECEMBER 31, 2005

Report of Independent Registered Public Accounting Firm

To the Participants and Administrator of

Southwest Gas Corporation Employees' Investment Plan:

In our opinion, the accompanying statements of net assets available for benefits and the related statement of changes in net assets available for benefits present fairly, in all material respects, the net assets available for benefits of Southwest Gas Corporation Employees' Investment Plan (the Plan) at December 31, 2005 and December 31, 2004, and the changes in net assets available for benefits for the year ended December 31, 2005 in conformity with accounting principles generally accepted in the United States of America. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits of these statements in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental Schedule H, Line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2005 is presented for the purpose of additional analysis and is not a required part of the basic financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in our audits of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

PricewaterhouseCoopers LLP

Los Angeles, California

June 22, 2006

**SOUTHWEST GAS CORPORATION
EMPLOYEES INVESTMENT PLAN**

Statements of Net Assets Available for Benefits

| | December 31, | |
|-----------------------------------|---------------------|----------------|
| | 2005 | 2004 |
| Assets: | | |
| Investments (see Note 2) | \$ 236,747,236 | \$ 216,586,189 |
| Receivable from employer | 35,425 | 45,959 |
| | <hr/> | <hr/> |
| Total assets | 236,782,661 | 216,632,148 |
| | <hr/> | <hr/> |
| Net assets available for benefits | \$ 236,782,661 | \$ 216,632,148 |
| | <hr/> | <hr/> |

The accompanying notes are an integral part of these statements.

**SOUTHWEST GAS CORPORATION
EMPLOYEES INVESTMENT PLAN**

Statement of Changes in Net Assets Available for Benefits

| | Year Ended December 31, 2005 |
|--|---|
| | |
| Additions: | |
| Additions to net assets attributed to: | |
| Investment income | |
| Net appreciation in fair value of investments (see Note 2) | \$ 10,467,836 |
| Interest and dividends | 8,589,909 |
| | 19,057,745 |
| Less investment expenses | 24,626 |
| | 19,033,119 |
| Contributions: | |
| Participant | 11,276,595 |
| Employer | 3,538,976 |
| | 14,815,571 |
| Other income | 1,240,418 |
| | 35,089,108 |
| Deductions: | |
| Deductions from net assets attributed to: | |
| Benefits paid to participants | 14,938,595 |
| | 14,938,595 |
| Net increase | 20,150,513 |
| Net assets available for benefits: | |
| Beginning of year | 216,632,148 |
| | 236,782,661 |
| End of year | \$ 236,782,661 |

The accompanying notes are an integral part of these statements.

SOUTHWEST GAS CORPORATION

EMPLOYEES INVESTMENT PLAN

NOTES TO FINANCIAL STATEMENTS

(1) Description of Plan

The following description of the Southwest Gas Corporation Employees Investment Plan (the Plan), as amended, provides general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General

The Plan is a voluntary defined contribution plan covering all employees of Southwest Gas Corporation (the Company). It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The Plan's assets invested in Company stock (consisting of (i) Company matching contributions and (ii) participant deferrals) are designated as an Employee Stock Ownership Plan (ESOP).

The ESOP invests primarily in qualifying employer securities. The non-ESOP portion of the Plan is a profit-sharing plan that is qualified under Code Sections 401(a) and 401(k). The ESOP portion of the Plan is a stock bonus plan and an employee stock ownership plan that is qualified under Code Sections 401(a) and 4975(e)(7) and described in ERISA Section 407(d)(6). The profit-sharing plan and the ESOP together are a single plan under Treasury Regulation Section 1.414(1)-1(b)(1). The Plan satisfies the requirements of ERISA and the trust fund maintained under the Plan is tax-exempt under Code Section 501(a).

Contributions

Participants may contribute up to 60 percent of their annual wages before bonuses and overtime. However, contributions may not exceed amounts promulgated by the Internal Revenue Code. The Company contributes to the Plan an amount equal to 50 percent of a participant's contribution. The Company's maximum contribution is three percent of a participant's annual compensation before bonuses and overtime.

Participants Accounts

Each participant account is credited with the participant's contribution and the portion contributed by the Company. The portion contributed by the participant is invested in the various funds according to the direction of the participant. The Company contributions are invested in the Southwest Gas Stock Fund. Upon attaining age 50, participants may elect the investment funds in which the present balance of Company contributions, as well as future Company matching contributions, will be invested.

Vesting

Participants are immediately vested in their voluntary contributions plus actual earnings thereon. Vesting in the contributions made by the Company and in the earnings thereon is based on years of continuous service as follows:

| <u>Years of Service</u> | <u>Vested Percentage</u> |
|--------------------------|--------------------------|
| One but less than two | 20 |
| Two but less than three | 40 |
| Three but less than four | 60 |
| Four but less than five | 80 |
| Five and over | 100 |

In the event of death, retirement, or total disability of a participant, Company contributions become fully vested irrespective of the years of service at the date of termination. Forfeitures as a result of a participant's termination prior to vesting are reallocated to the remaining participants on a quarterly basis based on the employer contribution ratio. For the years ended December 31, 2005 and 2004, forfeitures of non-vested accounts reallocated to participants were approximately \$28,000 and \$44,000, respectively.

SOUTHWEST GAS CORPORATION

EMPLOYEES INVESTMENT PLAN

NOTES TO FINANCIAL STATEMENTS

Participant Loans

The Plan provides that participants may borrow against the balances in their accounts, subject to certain limitations specified in the Plan. Funds for loans are obtained through the liquidation of participants' investment accounts. Payments on the loans include interest at a rate that approximates the prime rate, plus two percent. At December 31, 2005, outstanding loans had annual interest rates ranging from 6.00 percent to 11.50 percent. Principal and interest payments on a participant's loan will be credited to the participant's investment accounts in the same ratio as ongoing contributions. The maximum repayment period for participant loans is five years.

Payment of Benefits

If a participant terminates employment with the Company as a result of retirement, death, or permanent and total disability, such participant or designated beneficiary in the case of death, will be entitled to receive an amount equal to the value of his account at the end of the month immediately following termination of employment. Distributions from the Southwest Gas Stock Fund will be made in the Company's common stock plus cash in lieu of fractional shares. A participant may apply to the Plan Committee to request a single lump sum payment in cash of the value of the Company's common stock otherwise distributable to the participant. Distributions from other funds will be made in a single lump sum cash payment.

Distributions under the Plan will begin as soon as practicable, but not later than April 1 following the end of the Plan year in which the participant attains age 70-1/2 or terminates employment, if later. No distribution in excess of \$1,000 will be made to employees at the time of termination of employment without the participant's consent. A participant who is terminated and does not elect to take a distribution will continue to receive his share of investment income on all vested portions of his accounts until electing to receive distributions from the Plan. All distributions to beneficiaries of a participant must be made within five years after the participant's death.

Plan Expenses

Plan-related expenses and any other costs of administering the Plan will be paid with funds from the Plan unless paid by the Company at its discretion. The Company paid all Plan expenses, except loan origination and maintenance fees, during 2005. Loan origination and maintenance fees paid by Plan participants for the year ended December 31, 2005 were \$24,626.

Plan Administration

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Fidelity Management Trust Company acts as the trustee and Fidelity Investment Institutional Operations Company, Inc. performs all recordkeeping of the Plan.

(2) Summary of Accounting Policies

Basis of Accounting

The financial statements of the Plan are prepared under the accrual method of accounting.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of changes in net assets during the reporting period. Actual results could differ from those estimates.

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SOUTHWEST GAS CORPORATION

EMPLOYEES INVESTMENT PLAN

NOTES TO FINANCIAL STATEMENTS

Investment Valuation and Income Recognition

All investments of the Plan are stated at quoted market value as of the date of the statement. Shares of mutual funds are valued at the net asset value of shares held by the Plan at year end. The Plan provides for investments in various investment securities including common stock of the Company. Investment securities, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility risks. Due to the level of risk associated with certain investment securities and the amount invested in the Company's common stock, it is reasonably possible that changes in the values of investment securities will occur in the near term and such changes could materially affect the amounts reported in the statements of net assets available for benefits. Loans to participants are valued at their outstanding principal amount, which approximates fair value.

Purchases and sales of securities are recorded on a trade-date basis. Dividends are recorded on the ex-dividend date.

(3) Investments

Investments representing five percent or more of Plan net assets are:

| | December 31, | |
|--|---------------------|---------------|
| | 2005 | 2004 |
| Southwest Gas Corporation Common Stock (2,740,154 and 2,712,592 shares, respectively) | \$ 72,340,066 | \$ 68,899,837 |
| Fidelity Contrafund (970,454 and 959,755 shares, respectively) | 62,846,583 | 54,456,470 |
| Fidelity Low-Priced Stock Fund (477,863 and 451,834 shares, respectively) | 19,515,910 | 18,186,338 |
| Fidelity Money Market Trust: Retirement Money Market Portfolio (12,604,902 and 11,604,143 shares, respectively) | 12,604,902 | 11,604,143 |
| Fidelity Growth & Income Portfolio (360,354 and 321,846 shares, respectively) | 12,396,191 | 12,297,726 |

During 2005, Plan investments (including gains and losses on investments bought and sold as well as held during the year) appreciated in value by \$10,467,836 as follows:

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| | |
|--------------|---------------|
| Common stock | \$ 2,876,928 |
| Mutual funds | 7,590,908 |
| | <hr/> |
| | \$ 10,467,836 |
| | <hr/> |

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| <u>December 31,</u> | <u>2005</u> | <u>2004</u> |
|-----------------------------------|-----------------------|-----------------------|
| Fidelity Management Trust Company | 135,569,651 | 122,875,903 |
| | <u>\$ 207,909,717</u> | <u>\$ 191,775,740</u> |

(6) Plan Termination

Although the Company expects to continue the Plan indefinitely, it reserves the right to amend or terminate the Plan at any time. Upon termination, partial termination, or complete discontinuance of contributions to the Plan, Company contributions will become fully vested.

(7) Federal Income Taxes

In April 2003, the Company received a favorable determination letter from the IRS stating that the Plan, amended and restated effective October 1, 2001, qualifies for deferred tax treatment of contributions under Section 401(k) of the Internal Revenue Code (IRC). Although the Plan has been amended since October 1, 2001, the Plan administrator and the Plan's tax counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

SOUTHWEST GAS CORPORATION

EMPLOYEES INVESTMENT PLAN

NOTES TO FINANCIAL STATEMENTS

(8) Other Income Class Action Lawsuit Settlement

As trustee of the Plan, Fidelity purchases and sells shares of Southwest Gas Corporation stock on behalf of Plan participants. In February 2005, the Plan received \$1,240,418 as a result of the settlement of a class action lawsuit in which Southwest Gas stockholders brought suit against the Company due to a failed merger. These funds were temporarily invested in the Fidelity Retirement Money Market Fund until November 2005, when these funds, along with allocable earnings, were distributed to affected Plan participants.

**SOUTHWEST GAS CORPORATION
EMPLOYEES INVESTMENT PLAN**

E.L.N. 88-0085720

**SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
AT DECEMBER 31, 2005**

| | <u>Number of Shares</u> | <u>Cost</u> | <u>Fair Market Value</u> |
|---|-----------------------------|---------------|------------------------------|
| Southwest Gas Corporation Common Stock* | 2,740,154 | \$ 56,777,703 | \$ 72,340,066 |
| Brown Capital Management Small Company Fund | 60,935 | | 1,903,611 |
| Fidelity Asset Manager: Growth Fund* | 651,722 | | 9,827,963 |
| Fidelity Contrafund* | 970,454 | | 62,846,583 |
| Fidelity Freedom 2000 Fund* | 100,639 | | 1,228,804 |
| Fidelity Freedom 2010 Fund* | 253,117 | | 3,556,298 |
| Fidelity Freedom 2020 Fund* | 133,223 | | 1,959,713 |
| Fidelity Freedom 2030 Fund* | 61,918 | | 930,007 |
| Fidelity Freedom 2040 Fund* | 46,522 | | 410,787 |
| Fidelity Freedom Income Fund* | 27,397 | | 311,502 |
| Fidelity Growth & Income Portfolio* | 360,354 | | 12,396,191 |
| Fidelity Low-Priced Stock Fund* | 477,863 | | 19,515,910 |
| Fidelity Money Market Trust: Retirement Money Market Portfolio* | 12,604,902 | | 12,604,902 |
| Fidelity U.S. Bond Index Fund* | 829,011 | | 9,036,219 |
| Fidelity U.S. Government Reserve* | 849 | | 849 |
| Vanguard 500 Index Fund Admiral Shares | 98,631 | | 11,334,696 |
| Vanguard International Growth Fund Admiral Shares | 68,672 | | 4,587,997 |
| Lord Abbett Small Cap Value Fund | 167,823 | | 4,937,343 |
| Temporary Cash Investments* | 943,923 | | 943,923 |
| | | | <u>230,673,364</u> |
| Participant Loans (with interest ranging from 6.00% to 11.50%) | | | <u>6,073,872</u> |
| | | | \$ 236,747,236 |

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| <u>Number of Shares</u> | <u>Cost</u> | <u>Fair Market Value</u> |
|-----------------------------|-------------|------------------------------|
|-----------------------------|-------------|------------------------------|

* A party-in-interest for which a statutory exemption exists.

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EXHIBIT 23

Consent of Independent Registered Public Accounting Firm

We hereby consent to the incorporation by reference in the Registration Statement on Form S-8 (No. 333-126736) of Southwest Gas Corporation of our report dated June 22, 2006 relating to the financial statements of Southwest Gas Corporation Employees Investment Plan, which appears in this Form 11-K.

PricewaterhouseCoopers LLP

Los Angeles, California

June 22, 2006