

SOUTHERN CO  
Form 8-K  
June 01, 2010

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 26, 2010  |                                    |
| Commission File Number                           | Registrant, State of Incorporation, Address And Telephone Number  | I.R.S. Employer Identification No. |
| 1-3526   | THE SOUTHERN COMPANY<br>(A Delaware Corporation)<br>30 Ivan Allen Jr. Boulevard, N.W.<br>Atlanta, Georgia 30308<br>(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)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.07. Submission of Matters to a Vote of Security Holders.

The Southern Company (the “Company”) held its Annual Meeting of Stockholders on May 26, 2010. At the meeting, stockholders elected all 11 of the directors nominated by the Board of Directors. Each director received a greater number of votes cast “for” election than votes “withheld” from election as reflected below. In addition, the Company’s stockholders ratified the appointment of Deloitte & Touche LLP as the Company’s independent registered public accounting firm for 2010 and approved:

- (1) an amendment to the By-Laws of the Company to adopt a majority vote standard and eliminate cumulative voting in uncontested director elections;
- (2) an amendment to the Company’s Certificate of Incorporation to eliminate cumulative voting in elections of directors; and
- (3) an amendment to the Company’s Certificate of Incorporation to increase the number of authorized shares of common stock.

The two stockholder proposals that were presented at the meeting are briefly discussed below and were not approved. For more information on the proposals, see the Company’s proxy statement dated April 13, 2010.

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Set forth below are the final voting results for each of the proposals.

No. 1 - Election of director nominees

| Director                   | Votes For   | Votes Withheld | Broker Non-Votes |
|----------------------------|-------------|----------------|------------------|
| Juanita Powell Baranco     | 446,308,865 | 8,801,990      | 207,746,357      |
| Jon A. Boscia              | 449,408,843 | 5,702,012      | 207,746,357      |
| Henry A. Clark III         | 448,724,213 | 6,386,642      | 207,746,357      |
| H. William Habermeyer, Jr. | 448,737,852 | 6,373,003      | 207,746,357      |
| Veronica M. Hagen          | 441,494,885 | 13,615,970     | 207,746,357      |
| Warren A. Hood, Jr.        | 449,258,651 | 5,852,204      | 207,746,357      |
| Donald M. James            | 395,289,237 | 59,821,618     | 207,746,357      |
| J. Neal Purcell            | 448,591,822 | 6,519,033      | 207,746,357      |
| David M. Ratcliffe         | 443,516,566 | 11,594,289     | 207,746,357      |
| William G. Smith, Jr.      | 449,415,351 | 5,695,504      | 207,746,357      |
| Larry D. Thompson          | 446,462,746 | 8,648,109      | 207,746,357      |

No. 2 - Proposal to ratify the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for 2010

| Votes For   | Votes Against | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|------------------|
| 604,559,514 | 5,989,333     | 52,308,365  | 0                |

No. 3 - Proposal to amend the By-Laws of the Company to adopt a majority vote standard and eliminate cumulative voting in uncontested director elections.

| Votes For   | Votes Against | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|------------------|
| 606,729,455 | 49,111,456    | 7,016,301   | 0                |

No. 4 - Proposal to amend the Company's Certificate of Incorporation to eliminate cumulative voting in election of directors

| Votes For   | Votes Against | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|------------------|
| 611,669,040 | 43,957,067    | 7,231,105   | 0                |

No. 5 - Proposal to amend the Company's Certificate of Incorporation to increase the number of authorized shares of common stock

| Votes For   | Votes Against | Abstentions | Broker<br>Non-Votes |
|-------------|---------------|-------------|---------------------|
| 572,953,518 | 34,941,363    | 54,962,331  | 0                   |

No. 6 - Stockholder Proposal regarding a climate change environmental report

| Votes For  | Votes Against | Abstentions | Broker<br>Non-Votes |
|------------|---------------|-------------|---------------------|
| 38,094,665 | 347,780,889   | 69,235,301  | 207,746,357         |

No. 7 - Stockholder Proposal regarding a coal combustion byproducts environmental report

| Votes For  | Votes Against | Abstentions | Broker<br>Non-Votes |
|------------|---------------|-------------|---------------------|
| 80,883,224 | 303,993,233   | 70,234,398  | 207,746,357         |

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

3.1 Certificate of Amendment to the Certificate of Incorporation of the Company effective May 27, 2010.

3.2 By-Laws of the Company, as amended effective May 26, 2010.

SIGNATURE

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

Date: June 1, 2010

THE SOUTHERN COMPANY

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