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PUBLIC SERVICE
COMMISSION

February 21, 2012

Mr. Jeff Cline
Kentucky Public Service Commission
P. O. Box 615
Frankfort, KY 40602

RE: Atmos Energy Corporation

Docket No. 2009-00412

Dear Mr. Cline:

Please accept the Company's apologies for the delayed filing of this report of action. Due to turnover and transition of key treasury responsibilities, this filing was overlooked.

Pursuant to the Order of the Kentucky Public Service Commission dated December 01, 2009 in the above referenced docket, enclosed is the report of action for Atmos Energy Corporation relating to the issuance of securities pursuant to the \$1,300,000,000 universal shelf registration and the Prospectus Supplement which details the terms and conditions of the offering.

If you have any questions or need further assistance, please contact me at 972-855-3725. Thank you for your assistance in this matter.

Sincerely,

A handwritten signature in cursive script that reads "Jane A. South".

Jane A. South
Assistant Treasurer

COMMONWEALTH OF KENTUCKY
CASE NO: 2009-00412

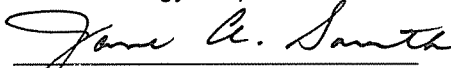
REPORT OF ACTION
Prepared February 21, 2012

Reference is made to the order entered into on December 1, 2009, which requires the Company to make a report to the Commission concerning the issuance of securities under the \$1,300,000,000 universal shelf registration.

Atmos hereby reports:

1. Our \$350 million 7.375% senior notes were paid on their maturity date on May 15, 2011 using commercial paper borrowings. In effect, we refinanced this debt on a long-term basis through the issuance of \$400 million in Senior Notes due 2041 to the public at a discount of 99.678% with net proceeds after expenses, to the Company of \$394.4 million. The offering was priced using 30 year Treasuries plus 125 bps for a coupon of 5.5% for a yield to maturity of 5.522%. On September 30, 2010, the Company entered into three Treasury lock agreements to fix the Treasury yield component of the interest cost of financing the anticipated issuances of senior notes. The Treasury locks were settled on June 7, 2011 with the receipt of \$20.1 million from the counterparties due to an increase in the 30-year Treasury lock rates between inception of the Treasury lock and settlement. The effective interest rate on these notes is 5.381%, after giving effect to offering costs and the settlement of the \$300 million Treasury locks. Substantially all of the net proceeds of approximately \$394.4 million were used to repay \$350 million of outstanding commercial paper. The remainder of the net proceeds was used for general corporate purposes.
2. Atmos elected to announce a \$300 million Senior Notes offering on June 7, 2011 as equities pointed towards the first positive open in five days. Given the positive tone in the market, we whispered the deal to the market at mid T +100 bps area highlighting the T +137.5 to T +150 range for investors. The transaction was met with overwhelming demand, garnering over \$2.7 billion of orders. Despite two other investment grade utility issuers executing an additional \$800 million in supply on the same day, Atmos was able to attract the attention of the highest quality buy-and-hold investors and was clearly the most sought after trade in the primary market. The tremendous oversubscription, with anchor orders from four of the top insurance investors, allowed Atmos to introduce price guidance of T +130 bps area (+/- 5 bps), well inside of initial price whispers. The size and quality of the orderbook allowed for Atmos to upsize to \$400 million and price at the tight end of guidance: T +125 bps for a 5.5% coupon (5.522% yield). The 5.50% 30-yr coupon ranks as the 3rd lowest in the Atmos portfolio, behind two Atmos 10-yr tranches issued in 2003 and 2004.
3. A list of fees and expenses related to the debt offering is shown on the attachment labeled exhibit A.
4. A listing of investors that participated in the offering is provided in the attachment labeled "Final Orderbook".
5. The Prospectus Supplement is also provided.

Atmos Energy Corporation



Jane A. South
Assistant Treasurer

Atmos Energy Corporation
June 2011 Debt Offering Summary

Exhibit A

Offering in June 2011:		
\$400,000,000 Senior Notes, 5.50%; due 2041; offered at 99.678%	\$	400,000,000
Less: Original Issue Discount		1,288,000
Less: Underwriting discount at 0.875%		3,500,000
Net Proceeds before legal, accounting and other offering costs	\$	395,212,000
Less: Expenses (to be capitalized; amortized over life of debt)		
Attorneys Fees	136,688	①
Ernst & Young Fees	120,000	①
SEC Filing Fee	46,500	①
Printing & Postage Expenses (Donnelley)	25,142	①
Corporation Service Company & Misc Expenses	2,563	①
US Bank Acceptance Fee	5,000	①
Fitch Ratings Fee	150,000	①
Standard & Poor's	60,500	①
Moodys Investors Service	200,000	①
Net Proceeds	\$	394,465,607
Shelf Registration Costs (related to offering)		71,395
Net Proceeds Less Shelf Registration Costs	\$	394,394,212
	Σ ① =	746,393 Total Expenses

Atmos Energy Corporation \$400mm 30-yr Offering – Final Orderbook

Investor	Type	Indication (\$mm)	Allocation (\$mm)
1 Prudential Investment Management	Insurance	150.0	25.0
2 MetLife	Insurance	100.0	25.0
3 Hancock Life	Insurance	75.0	25.0
4 Torchmark Corporation	Insurance	75.0	25.0
5 Principal Financial Group	Insurance	100.0	20.0
6 AIG Global Investment Group	Insurance	50.0	20.0
7 PIMCO	Asset Manager	40.0	20.0
8 BlackRock	Asset Manager	30.0	20.0
9 Delaware Investment Advisors	Asset Manager	75.0	15.0
10 TIAA-CREF	Pension Fund	75.0	15.0
11 40-86 Advisors	Asset Manager	75.0	10.0
12 Allstate	Insurance	50.0	10.0
13 Aviva PLC	Insurance	50.0	10.0
14 Vanguard - Index Funds	Asset Manager	30.0	10.0
15 Hartford Financial Services	Insurance	25.0	10.0
16 ING Insurance	Insurance	20.0	10.0
17 Standish Mellon Asset Management	Asset Manager	35.0	7.0
18 Income Research & Management	Asset Manager	30.0	7.0
19 GE Asset Management	Corporate	25.0	7.0
20 New York Life Investment Management	Insurance	10.0	7.0
21 Manulife Financial Corporation	Insurance	40.0	5.0
22 AIG	Insurance	35.0	5.0
23 Genworth Financial Inc	Insurance	30.0	5.0
24 State of Tennessee	Government	25.0	5.0
25 New York State Insurance Fund	Insurance	15.0	5.0
26 Thrivent	Asset Manager	15.0	5.0
27 Diamondback Capital Management	Hedge Fund	40.0	3.0
28 BlueMountain	Hedge Fund	30.0	3.0
29 Cutwater Asset Management	Asset Manager	30.0	3.0
30 Reinsurance Group of America Inc	Insurance	25.0	3.0
31 Citadel	Hedge Fund	20.0	3.0
32 Ohio PERS	Pension Fund	20.0	3.0
33 ING Investment Management	Asset Manager	15.0	3.0
34 Goldman Sachs - Liberty Harbor	Hedge Fund	15.0	3.0
35 Loews Corporation	Insurance	15.0	3.0

Investor	Type	Indication (\$mm)	Allocation (\$mm)
36 Guardian Life Insurance	Insurance	12.0	3.0
37 Conning & Co	Asset Manager	10.0	3.0
38 Neuberger Berman Management	Asset Manager	5.0	3.0
39 Oppenheimer Capital	Asset Manager	5.0	3.0
40 Pennsylvania School Retirement System	Pension Fund	5.0	3.0
41 State Street Global Advisors	Asset Manager	5.0	3.0
42 Calvert Group	Hedge Fund	20.0	2.0
43 American Fidelity Assurance	Asset Manager	15.0	2.0
44 Americo Insurance	Insurance	10.0	2.0
45 Aetna	Insurance	5.0	2.0
46 Lucidus Capital Management	Hedge Fund	25.0	1.0
47 Magnetar Capital	Hedge Fund	25.0	1.0
48 Millenium Advisors	Hedge Fund	25.0	1.0
49 American Equity	Insurance	20.0	1.0
50 RBC	Bank	20.0	1.0
51 Drawbridge Global Macro Advisors	Hedge Fund	15.0	1.0
52 Swiss Investor	Asset Manager	15.0	1.0
53 Honeywell International	Pension Fund	10.0	1.0
54 PRP Performa	Asset Manager	10.0	1.0
55 Mid Atlantic Capital	Asset Manager	5.0	1.0
56 Baird Advisors	Asset Manager	2.0	1.0
57 MTB Investment Advisors	Asset Manager	2.0	1.0
58 Swiss Investor	Asset Manager	2.0	1.0
59 Exxon Mobil	Corporate	1.0	1.0
60 State of Florida	Pension Fund	1.0	1.0
61 SMBC Securities	Bank	28.0	0.5
62 Catapult Partners	Hedge Fund	20.0	0.5
63 Further Lane Securities	Asset Manager	20.0	0.5
64 Credit Strategy Advisors	Hedge Fund	7.0	0.5
65 Acuity Capital Management	Hedge Fund	5.0	0.5
66 Wells Fargo & Co	Bank	3.0	0.5
67 Prudential Life Insurance Corporation	Insurance	2.0	0.5
68 Citadel	Hedge Fund	0.5	0.5
TOTAL		1,845.5	400.0

