SOUTHERN CO Form 4

September 04, 2013

Check this box

if no longer

subject to

Section 16.

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Form 4 or Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

Klein Dale E.

2. Issuer Name and Ticker or Trading Symbol

SOUTHERN CO [SO]

(First) (Middle) (Last)

3. Date of Earliest Transaction

(Month/Day/Year) 09/03/2013

30 IVAN ALLEN JR. BLVD., NW, BIN SC1204

(Street)

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

OMB

Number:

Expires:

response...

Estimated average

burden hours per

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

Issuer

(Check all applicable)

X\_ Director 10% Owner Other (specify Officer (give title

below)

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

ATLANTA, GA 30308

(City) (State) (Zip)

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

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following

6. Ownership Form: Direct (D) or Indirect Beneficial (I) (Instr. 4)

7. Nature of Indirect Ownership (Instr. 4)

(A) or Code V Amount (D) Price

Reported Transaction(s) (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 SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

7. Title and Amount of 1. Title of 3. Transaction Date 3A. Deemed 5. Number of 6. Date Exercisable and Derivative Conversion (Month/Day/Year) Execution Date, if TransactionDerivative **Expiration Date Underlying Securities** Security or Exercise any Code Securities (Month/Day/Year) (Instr. 3 and 4)

| (Instr. 3)                 | Price of<br>Derivative<br>Security |            | (Month/Day/Year) | (Instr. 8 | Acquired (A Disposed of (Instr. 3, 4, a 5) | (D) |                     |                    |  |                                  |
|----------------------------|------------------------------------|------------|------------------|-----------|--|-----|---------------------|--------------------|--|----------------------------------|
|                            |                                    |            |                  | Code      | / (A)                                      | (D) | Date<br>Exercisable | Expiration<br>Date | Title                                  | Amount or<br>Number of<br>Shares |
| Deferred<br>Stock<br>Units | \$ 0                               | 09/03/2013 |                  | A         | 212.9177                                   |     | <u>(1)</u>          | <u>(1)</u>         | Southern<br>Company<br>Common<br>Stock | 212.9177                         |

## **Reporting Owners**

| Reporting Owner Name / Address  | Relationships |           |         |       |  |
|---|---------------|-----------|---------|-------|--|
| Reporting Owner France / Francess   | Director      | 10% Owner | Officer | Other |  |
| Klein Dale E.<br>30 IVAN ALLEN JR. BLVD., NW<br>BIN SC1204<br>ATLANTA, GA 30308 | X             |           |         |       |  |

### **Signatures**

/s/ Patricia L. Roberts, Attorney-in-Fact for Dale E.
Klein 09/04/2013

\*\*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) Acquired pursuant to Southern's Deferred Compensation Plan, payable in stock only upon termination. There is no exercise or expiration date.

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. bottom:.0001pt;">

Item 1(a) - Name of Issuer:

Sunstone Hotel Investors Inc

#### <u>Item 1(b)</u> - Address of Issuer's Principal Executive Offices:

Reporting Owners 2

| 120 Vantis  |
|---|
| Suite 350   |
| Aliso Viejo, California 92656   |
|   |
| Item 2(a) - Name of Person Filing:  |
|   |
| VANGUARD SPECIALIZED FUNDS - VANGUARD REIT INDEX FUND - 23-2834924              |
|   |
| <u>Item 2(b) – Address of Principal Business Office or, if none, residence:</u> |
|   |
| 100 Vanguard Blvd.  |
| Malvern, PA 19355   |
|   |
| <u>Item 2(c) – Citizenship:</u>   |
|   |
| Delaware  |
|   |
| Item 2(d) - Title of Class of Securities:                                       |
|   |
| REIT  |
|   |
| <u>Item 2(e) - CUSIP Number</u>   |
|   |
| 867892101   |
|   |
| <u>Item 3 - Type of Filing:</u>   |

Explanation of Responses:

This statement is being filed pursuant to Rule 13d-1. Investment company registered under section 8 of the

| Investment Company    | Act of 1940 (15 U.S.C 80a-8). |  |
|-----------------------|-------------------------------|--|
| Item 4 - Ownership:   |                               |  |
| (a) Amount Beneficial | lly Owned:                    |  |
| 12,363,657            |                               |  |
| (b) Percent of Class: |                               |  |
| 6.76%                 |                               |  |
|                       |                               |  |

| (c) Number of shares as to which such person has:  |
|--|
| (i) sole power to vote or direct to vote: 12,363,657   |
| (ii) shared power to vote or direct to vote:   |
| (iii) sole power to dispose of or to direct the disposition of:  |
| (iv) shared power to dispose or to direct the disposition of:  |
| <u>Comments:</u>   |
| tem 5 - Ownership of Five Percent or Less of a Class:  |
| Not Applicable   |
| tem 6 - Ownership of More Than Five Percent on Behalf of Another Person:   |
| Not applicable   |
| tem 7 - Identification and Classification of the Subsidiary Which Acquired The Security Being Reported on by the Parent Holding Company: |

| Edgar Filing: SOUTHERN CO - Form 4  |
|---|
| Not Applicable  |
| Item 8 - Identification and Classification of Members of Group:   |
| Not applicable  |
| Item 9 - Notice of Dissolution of Group:  |
| Not applicable  |
| Item 10 - Certification:  |
| By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purpose or effect. |
| <u>Signature</u>  |
| After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this   |

By /s/ F. William McNabb III\*

F. William McNabb III

Date: 02/3/2014

statement is true, complete and correct.

### President and Chief Executive Officer

\*By: /s/ Glenn Booraem

Glenn Booraem, pursuant to a Power of Attorney filed September 9, 2013, see File Number 005-56905, Incorporated by Reference