

AGL RESOURCES INC  
Form 5  
February 14, 2003

**FORM 5**

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

OMB APPROVAL

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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Form 3 Holdings Reported  
 Form 4 Transactions Reported

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 30(h) of the Investment Company Act of 1940

Filed By  
Romeo and Dye's  
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| 1. Name and Address of Reporting Person*<br><b>Brumby, Jr., Otis J.</b><br>(Last) (First) (Middle)<br><b>817 West Peachtree St., NW</b><br><br>(Street)<br><b>Atlanta, GA 30308</b><br><br>(City) (State) (Zip) |                                      |  | 2. Issuer Name and Ticker or Trading Symbol<br><b>AGL Resources Inc. - ATG</b> |   |            | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><input checked="" type="checkbox"/> Director<br><input type="checkbox"/> 10% Owner<br><input type="checkbox"/> Officer (give title below)<br><input type="checkbox"/> Other (specify below) |  |  |   |
|---|--------------------------------------|--|--|---|------------|--|--|--|---|
| 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)   |                                      |  | 4. Statement for Month/Year<br><b>02/2003</b>                                  |   |            | 7. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person   |  |  |   |
| <b>Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>   |                                      |  |  |   |            |  |  |  |   |
| 1. Title of Security (Instr. 3)   | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8)   | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5) |            |  | 5. Amount of Securities Beneficially Owned at End of Issuer's Fiscal year (Instr. 3 & 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|   |                                      |  |  | Amount  | (A) or (D) | Price  |  |  |   |
| Common Stock  |                                      |  |  |   |            |  | <b>21,809</b>  | <b>D</b>   |   |
| Common Stock  |                                      |  |  |   |            |  | <b>2,000</b>   | <b>I</b>   | <b>Held by Brumby Partners, LP</b>                    |
| Common Stock  |                                      |  |  |   |            |  | <b>3,000</b>   | <b>I</b>   | <sup>(1)</sup>  |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.  
\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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**FORM 5 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security | 2. Conversion or Exercise | 3. Transaction Date | 3A. Deemed Execution | 4. Transaction | 5. Number of | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying | 8. Price of Derivative Security | 9. Number of Derivative | 10. Ownership | 11. Nature of Indirect Beneficial |
|---------------------------------|---------------------------|---------------------|----------------------|----------------|--------------|---|-----------------------------------|---------------------------------|-------------------------|---------------|-----------------------------------|
|---------------------------------|---------------------------|---------------------|----------------------|----------------|--------------|---|-----------------------------------|---------------------------------|-------------------------|---------------|-----------------------------------|

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| (Instr. 3)                           | Price of Derivative Security | (Month/Day/Year) | Date, if any (Month/Day/Year) | Code (Instr. 8) | Derivative Securities (A) or Disposed of (D) |     | (Month/Day/Year) | Securities (Instr. 3 & 4) |                 | (Instr. 5) | Securities Beneficially Owned at End of Year (Instr. 4) | Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | Ownership (Instr. 4) |       |
|--------------------------------------|------------------------------|------------------|-------------------------------|-----------------|--|-----|------------------|---------------------------|-----------------|------------|---|--|----------------------|-------|
|                                      |                              |                  |                               |                 | (A)  | (D) |                  | Date Exercisable          | Expiration Date |            |   |  |                      | Title |
| Director Stock Option (right to buy) | \$21.28                      | 02/01/02         |                               | A               | 1,410  |     | 02/01/02         | 02/01/12                  | Common Stock    | 1,410      |   | 1,410  | D                    |       |
| Director Stock Option (right to buy) | \$22.10                      | 08/01/02         |                               | A               | 5,763  |     | 08/01/02         | 08/01/12                  | Common Stock    | 5,763      |   | 5,763  | D                    |       |

Explanation of Responses:

(1) Includes: 500 shares held by reporting person as trustee for children; 500 shares held by reporting person as custodian for daughter, Helen Spain Brumby; 500 shares held by reporting person as custodian for daughter, Lee Dobbs Brumby; 500 shares held by reporting person as custodian for daughter, Martha Elisabeth Brumby; 500 shares held by reporting person as custodian for daughter, Anna Pratt Brumby; and 500 shares held by reporting person as custodian for son, Otis A. Brumby, III.

(2) The option is exercisable until the earlier of: (i) the one year anniversary of the date that the reporting person ceases to be a member of the Board of Directors of the Company for any reason; or (ii) the date that is ten (10) years from the date of grant of this option.

By: /s/ Joan A. Martin 02/14/03  
**Joan A. Martin for Otis A. Brumby, Jr.** Date  
 \*\*Signature of Reporting Person

\*\*Intentional misstatements or omissions of facts constitute Federal Criminal Violations.  
 See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed.  
 If space is insufficient, See Instruction 6 for procedure.

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