

WARREN WILLIAM MICHAEL JR

Form 4

February 04, 2003

**FORM 4**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).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response. . .0.5

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  
Section 16 Filer  
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1. Name and Address of Reporting Person*		2. Issuer Name <b>and</b> Ticker or Trading Symbol <b>EGN</b>				6. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
<b>Warren, William Michael Jr.</b> (Last) (First) (Middle)		3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)				4. Statement for Month/Day/Year <b>02/03/2003</b>				
<b>605 Richard Arrington Jr. Boulevard North</b>  (Street)						5. If Amendment, Date of Original (Month/Day/Year)			7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
<b>Birmingham, Alabama 35203-2707</b>  (City) (State) (Zip)		<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 Following Reported Transactions(s) (Instr. 3 & 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
<b>Common Stock (WMWs)</b>	<b>02/03/2003</b>		<b>F</b>		<b>4,504</b>	<b>D</b>	<b>30.37</b>			
	<b>02/03/2003</b>		<b>M</b>		<b>2,425</b>	<b>A</b>	<b>10.063</b>			
	<b>02/03/2003</b>		<b>M</b>		<b>2,079</b>	<b>A</b>	<b>11.063</b>	<b>14,580</b>	<b>D</b>	
<b>Common Stock (ESP)</b>								<b>48,043</b>	<b>I</b>	<sup>(1)</sup>
<b>Common Stock (IRA)</b>								<b>2,450</b>	<b>D</b>	
<b>Common Stock (IRA)</b>								<b>445</b>	<b>I</b>	<b>By wife</b>
<b>Common Stock (AMW)</b>								<b>34,646</b>	<b>I</b>	<b>By wife</b>

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 & 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Options	10.063	02/03/2003		M		7,000		11/23/1994	11/22/2004	Common Stock	7,000		0	
Stock Options	11.063	02/03/2003		M		6,000		11/14/1995	11/13/2005	Common Stock	6,000		0	
Other Stock Options (as previously reported)													185,970	D
Deferred Shares <sup>(2)</sup>	1 for 1	02/03/2003		M		8,496				Common Stock	8,496			
	1 for 1	01/31/2003		A		18,079				Common Stock	18,079	30.37	187,801	D

Explanation of Responses:

(1) Energen Corporation Employee Savings Plan, number of shares and securities are estimates based on trustee's unit accounting.

(2) Energen Corporation Deferred Compensation Plan, number of shares and securities are estimates based on recordkeepers' unit accounting.

By: /s/ **J.D. Woodruff, Attorney in Fact**

**02/04/2003**

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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