

AGL RESOURCES INC
Form S-3ASR
August 04, 2006

As filed with the Securities and Exchange Commission on August 4, 2006.

Registration No. 333-_____

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

**FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

AGL RESOURCES INC.
(Exact Name of Registrant as Specified in Its Charter)

Georgia 58-2210952
(State or Other Jurisdiction of Incorporation or Organization) (I.R.S. Employer Identification Number)

**AGL Resources Inc.
Ten Peachtree Place, N.E.
Atlanta, Georgia 30309
Telephone: (404) 584-4000**
(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

**Paul R. Shlanta
Executive Vice President, General Counsel and
Chief Ethics and Compliance Officer
AGL Resources Inc.
Ten Peachtree Place, N.E.
Atlanta, Georgia 30309
Telephone: (404) 584-4000
Facsimile: (404) 584-3237**
(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent for Service)

Copies to:
M. Hill Jeffries
Alston & Bird LLP
One Atlantic Center
1201 West Peachtree Street
Atlanta, Georgia 30909-3424
Telephone: (404) 881-7000
Facsimile: (404) 881-7777

As soon as practicable following the effective date of this Registration Statement.
(Approximate Date of Commencement of Proposed Sale to the Public)

If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

CALCULATION OF REGISTRATION FEE

Title Of Shares To Be Registered	Amount To Be Registered	Proposed Maximum Aggregate Price Per Unit (1)	Proposed Maximum Aggregate Offering Price (1)	Amount of Registration Fee (2)
Common Stock, par value \$5.00 per share	2,000,000 Shares	\$37.82	\$75,640,000.00	\$8,093.48

(1) Pursuant to Rule 457(c), the offering price is computed on the basis of the average of the high and low prices of the Common Stock of AGL Resources Inc. , as reported on the New York Stock Exchange on August 3, 2006.

(2) A filing fee of \$8,256.12 was paid on August 2, 2006 in connection with the filing by AGL Resources Inc. of Registration Statement No. 333-136240 on August 2, 2006. Such registration statement, which was for the registration of 2,000,000 shares of Common Stock of AGL Resources Inc., was withdrawn by the Registrant on August 4, 2006 prior to the offer and sale of any such shares of Common Stock. Pursuant to Rule 457(p), the \$8,256.12 filing fee paid in connection with Registration Statement No. 333-136240 is offset against the \$8,093.48 filing fee payable in connection with this registration statement.

ResourcesDirect

Prospectus

August 4, 2006

Ticker Symbol (NYSE): ATG

Quoted in The Wall Street Journal as: AGL Res

Internet Site: www.aglresources.com

Plan Administrator:

Computershare Trust Company, N.A.

Telephone: 1-800-633-4236

Internet: www.computershare.com/equiserve

Address: P.O. Box 43078
Providence, RI 02940-3078

Or

250 Royall Street
Canton, MA 02021

PROSPECTUS

AGL Resources Logo



This prospectus contains information about AGL Resources Inc. Direct Stock Purchase and Dividend Reinvestment Plan, which we refer to as "ResourcesDirect" or the "Plan." ResourcesDirect promotes long-term ownership in AGL Resources by offering:

- a simple, cost-effective method for you to purchase shares of AGL stock directly from AGL
 - a way to increase your holdings in AGL by reinvesting your cash dividends
 - the opportunity to purchase additional shares by making optional cash investments

You do not have to be a current shareholder of AGL to participate in the Plan.

This prospectus relates to 2,000,000 shares of our common stock, \$5 par value per share, to be offered for purchase under the Plan. Our common stock is listed on the New York Stock Exchange, or "NYSE," under the symbol "ATG" and quoted in *The Wall Street Journal* as "AGL Res." On August 3, 2006, the closing price of our common stock was \$37.19 per share.

Please read this prospectus carefully and keep it and any future account statements for your reference.

Investing in our common stock involves risks. You should carefully consider the risks discussed in this prospectus, including, without limitation, in "Forward-looking statements," Question 2, "What are the disadvantages or risks of the Plan?" and in our filings with the Securities and Exchange Commission before enrolling in the Plan.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus is August 4, 2006

About this prospectus

This prospectus replaces and supersedes the ResourcesDirect prospectus dated April 1, 1997 and the prospectus supplement dated June 1, 1999.

Please read this prospectus carefully. If you own shares now, or if you decide to buy shares in the future, please keep this prospectus with your permanent investment records since it contains important information about the Plan.

You should rely only on the information contained or incorporated by reference in this prospectus or any future prospectus supplement. We have not authorized anyone to provide you with different information. This prospectus may be used only where it is legal to sell these securities. You should not assume that the information contained in this prospectus is accurate as of any date later than the date hereof or such other dates as are stated herein or as of the respective dates of any documents or other information incorporated herein by reference.

As used in this prospectus, the words “we,” “us,” “our” and “AGL” refer to AGL Resources Inc. and its subsidiaries unless otherwise indicated or the context otherwise requires.

Forward-looking statements

Certain expectations and projections regarding our future performance included or incorporated by reference in this prospectus are forward-looking statements. Forward-looking statements involve matters that are not historical facts, and because these statements involve anticipated events or conditions, forward-looking statements often include words such as “anticipate,” “assume,” “can,” “could,” “estimate,” “expect,” “forecast,” “future,” “indicate,” “intend,” “may,” “predict,” “project,” “seek,” “should,” “target,” “will,” “would,” or similar expressions. Our expectations are not guarantees and are based on currently available competitive, financial and economic data along with our operating plans. While we believe that our expectations are reasonable in view of the currently available information, our expectations are subject to future events, risks and uncertainties, and there are several factors - many beyond our control - that could cause results to differ significantly from our expectations. Such events, risks and uncertainties include, but are not limited to:

- changes in price, supply and demand for natural gas and related products;
- the impact of changes in state and federal legislation and regulation;
- actions taken by government agencies on rates and other matters;
- concentration of credit risk;