

AGL RESOURCES INC  
Form 8-K  
May 05, 2011

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

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF  
THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): May 3, 2011

AGL RESOURCES INC.  
(Exact name of registrant as specified in its charter)

Georgia  
(State or other jurisdiction of  
incorporation)

1-14174  
(Commission File No.)

58-2210952  
(I.R.S. Employer Identification No.)

Ten Peachtree Place NE, Atlanta, Georgia 30309  
(Address and zip code of principal executive offices)

404-584-4000  
(Registrant's telephone number, including area code)

Not Applicable  
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))



## Item 5.07 Submission of Matters to a Vote of Security Holders

The annual meeting of shareholders was held in Atlanta, Georgia on May 3, 2011. Holders of an aggregate of 77,948,737 shares of our common stock at the close of business on February 25, 2011, were entitled to vote at the meeting, of which 68,613,755 or 88.02% of the eligible voting shares were represented in person or by proxy. At the annual meeting, our shareholders were presented with six proposals, as set forth in our proxy statement. Our shareholders voted as follows:

## Proposal 1 – Election of Directors.

| Nominee                  | For        | Withheld  | Broker<br>Non-votes |
|--------------------------|------------|-----------|---------------------|
|                          |            |           | 13,976,742          |
| Sandra N. Bane           | 53,820,981 | 816,032   | -                   |
| Thomas D. Bell,<br>Jr.   | 53,856,329 | 780,684   | -                   |
| Arthur E. Johnson        | 53,857,974 | 779,039   | -                   |
| Dean R. O'Hare           | 53,959,251 | 677,762   | -                   |
| James A.<br>Rubright     | 53,387,121 | 1,249,892 | -                   |
| John W.<br>Someralder II | 53,375,185 | 1,261,828 | -                   |
| Bettina M. Whyte         | 53,836,511 | 800,502   | -                   |

The term of office of each of the following directors continued after the meeting: Charles R. Crisp, Wyck A. Knox, Jr., Dennis M. Love, Charles H. "Pete" McTier and Henry C. Wolf.

Proposal 2 – Ratification of the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for 2011.

|           |            |
|-----------|------------|
| For       | 68,008,131 |
| Against   | 423,633    |
| Abstain   | 181,991    |
| Broker    | --         |
| Non-Votes |            |

Proposal 3 – Adoption of an amendment and restatement of our 2007 Omnibus Performance Incentive Plan.

|           |            |
|-----------|------------|
| For       | 49,019,220 |
| Against   | 5,286,307  |
| Abstain   | 331,486    |
| Broker    | 13,976,742 |
| Non-Votes |            |

Proposal 4 – Adoption of an amendment and restatement of our Amended and Restated Employee Stock Purchase Plan.

|         |            |
|---------|------------|
| For     | 53,491,000 |
| Against | 863,836    |

|           |            |
|-----------|------------|
| Abstain   | 282,177    |
| Broker    | 13,976,742 |
| Non-Votes |            |

Proposal 5 – Approval of a non-binding resolution to approve the compensation of our named executive officers.

|           |            |
|-----------|------------|
| For       | 52,836,766 |
| Against   | 1,362,247  |
| Abstain   | 438,000    |
| Broker    | 13,976,742 |
| Non-Votes |            |

Proposal 6 – Approval of a non-binding resolution to determine the frequency of the advisory vote on executive compensation.

|           |            |
|-----------|------------|
| 1 Year    | 47,254,997 |
| 2 Years   | 558,371    |
| 3 Years   | 6,405,076  |
| Abstain   | 418,569    |
| Broker    | 13,976,742 |
| Non-Votes |            |

In accordance with our Board of Directors' recommendation and the voting results on this advisory proposal, the Board has determined that the Company will hold an advisory vote on executive compensation annually.

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

AGL RESOURCES INC.  
(Registrant)

Date: May 4, 2011

/s/ Andrew W. Evans  
Andrew W. Evans  
Executive Vice President and Chief Financial Officer