

March 14, 2003

Form 4 or Form 5 obligations may continue. See Instructions 1(b).

- Atmos Energy Corporation (ATO)

5. If Amendment, Date of Original (Month/Day/Year)

- (specify below)

- () Form filed by More than One Reporting Person

1. Title of Security	2. Trans- action Date	2A. Exec- ution Date	3. Trans- action Code	4. Securities Acquired (A) or Disposed of (D) Amount	A/ D	Price	5. Amount of Securities Beneficially Owned Following Reported Trans(s)
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[illegible]

1

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Explanation of Responses:

1. The phantom stock units were granted under the Atmos Energy Corporation Equity Incentive and Deferred Compensation Plan for Non-Employee Directors and are to be settled upon the reporting person's termination of service on the Company's Board.
2. Includes 354 phantom stock units resulting from a dividend reinvestment feature of the Plan which were allocated to reporting person's account from the Plan's inception on January 1, 1999 through March 14, 2003.

SIGNATURE OF REPORTING PERSON

Richard Ware II