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ALABAMA POWER CO
Form 8-K
February 17, 2004

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) February 10, 2004

ALABAMA POWER COMPANY

(Exact name of registrant as specified in its charter)

Alabama 1-3164 63-0004250

(State or other jurisdiction (Commission File (IRS Employer Identification
of incorporation) Number) No.)

600 North 18th Street, Birmingham, Alabama 35291

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code (205) 257-1000

N/A

(Former name or former address, if changed since last report.)

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Item 5. Other Events.

On February 10, 2004, Alabama Power Company (the "Company") entered into an Underwriting Agreement covering the issue and sale by the Company of \$200,000,000 aggregate principal amount of its Series Z 5.125% Senior Notes due February 15, 2019 (the "Series Z Senior Notes"). Said notes were registered under the Securities Act of 1933, as amended (the "Securities Act"), pursuant to the shelf registration statement (Registration Nos. 333-110950, 333-110950-01, 333-110950-02 and 333-110950-03) of the Company.

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Item 7. Financial Statements, Pro Forma Financial Information and Exhibits.

(c) Exhibits.

- 1.1 Underwriting Agreement, dated February 10, 2004 relating to the Series Z Senior Notes among the Company and Barclays Capital Inc. and Wachovia Capital Markets, LLC as representatives of the several underwriters named in Schedule I to the Underwriting Agreement.
- 4.2 Twenty-Sixth Supplemental Indenture to Senior Note Indenture dated as of February 17, 2004, providing for the issuance of the Series Z Senior Notes.
- 4.7 Form of Series Z Senior Note (included in Exhibit 4.2 above).
- 5.1 Opinion of Balch & Bingham LLP relating to the Series Z Senior Notes.
- 12.1 Computation of ratio of earnings to fixed charges.

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.

Date: February 17, 2004

ALABAMA POWER COMPANY

By /s/Wayne Boston
Wayne Boston
Assistant Secretary