

AGL RESOURCES INC  
Form 10-Q/A  
June 01, 2006

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

**FORM 10-Q/A  
Amendment No. 1**

(Mark

One)

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

For the Quarterly Period Ended September 30, 2005

**OR**

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

For the transition period from to

Commission File Number 1-14174

**AGL RESOURCES INC.**

(Exact name of registrant as specified in its charter)

**Georgia**

(State or other jurisdiction of incorporation or  
organization)

**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)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act). Yes  No

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Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

| <b>Class</b>                   | <b>Outstanding as of October 20,<br/>2005</b> |
|--------------------------------|-----------------------------------------------|
| Common Stock, \$5.00 Par Value | 77,651,829                                    |

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**Explanatory Note**

We are filing this Amendment No. 1 to our Quarterly Report on Form 10-Q for the three months ended September 30, 2005, for the purpose of correcting the format of the certifications filed previously as Exhibits 31.1 and 31.2.

This amendment does not reflect events occurring after the filing of the original Form 10-Q or, except as indicated above and except for updating changes to the list of exhibits in Item 6, modify or update the information in the original Form 10-Q.

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**Item 6. Exhibits**

- 3.1 Amended and Restated Articles of Incorporation filed January 5, 1996, with the Secretary of State of the state of Georgia (incorporated herein by reference to Exhibit B, Proxy Statement and Prospectus filed as a part of Amendment No. 1 to AGL Resources Inc. Registration Statement on Form S-4, No. 33-99826).
  - 3.2.a Articles of Amendment to the Amended and Restated Articles of Incorporation of AGL Resources Inc. (incorporated herein by reference to Exhibit 3.2.a of AGL Resources Inc. Form 10-Q for the quarter ended June 30, 2005).
  - 3.2.b Form of Amended and Restated Articles of Incorporation filed January 5, 1996 with the Secretary of State of the state of Georgia, as amended by the Articles of Amendment to the Amended and Restated Articles of Incorporation filed May 9, 2005 with the Secretary of the state of Georgia (incorporated herein by reference to Exhibit 3.2.b of AGL Resources Inc. Form 10-Q for the quarter ended June 30, 2005).
  - 3.3 Bylaws, as amended on October 29, 2003 (incorporated herein by reference to Exhibit 3.2 of AGL Resources Inc. Annual Report on Form 10-K for the fiscal year ended December 31, 2003).
  - 31.1 Certification of Paula R. Reynolds pursuant to Rule 13a - 14(a) (incorporated herein by reference to Exhibit 31.1 of AGL Resources Inc. Form 10-Q for the quarter ended September 30, 2005).
  - 31.2 Certification of Andrew W. Evans pursuant to Rule 13a-14(a) (incorporated herein by reference to Exhibit 31.2 of AGL Resources Inc. Form 10-Q for the quarter ended September 30, 2005).
  - 31.3 Certification of John W. Somerhalder II pursuant to Rule 13a - 14(a).
  - 31.4 Certification of Andrew W. Evans pursuant to Rule 13a - 14(a).
  - 32.1 Certification of Paula R. Reynolds pursuant to 18 U.S.C. Section 1350 (incorporated herein by reference to Exhibit 32.1 of AGL Resources Inc. Form 10-Q for the quarter ended September 30, 2005).
  - 32.2 Certification of Andrew W. Evans pursuant to 18 U.S.C. Section 1350 (incorporated herein by reference to Exhibit 32.2 of AGL Resources Inc. Form 10-Q for the quarter ended September 30, 2005).
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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 thereunto duly authorized.

**AGL RESOURCES INC.**  
(Registrant)

Date: June 1, 2006

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