LACLEDE GROUP INC

Form 4

November 04, 2008

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2005

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Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5 obligations may continue. See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

Common

Stock

(Print or Type Responses)

| 1. Name and Address of Reporting Person * Mathews Steven F | | | 2. Issuer Name and Ticker or Trading Symbol LACLEDE GROUP INC [LG] | | | | | 5. Relationship of Reporting Person(s) to Issuer | | | |
|--|--------------------------------------|--|--|---|------------|------------|---|---|--|---|--|
| (Last) | (First) (M | fiddle) | 3. Date of Earliest Transaction | | | | | (Check all applicable) | | | |
| 720 OLIVE STREET | | | (Month/Day/Year) 11/02/2008 | | | | | Director 10% OwnerX Officer (give title Other (specify below) Vice President | | | |
| | | 4. If Amendment, Date Original Filed(Month/Day/Year) | | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person | | | | |
| ST. LOUIS, MO 63101 | | | | | | | | Form filed by More than One Reporting Person | | | |
| (City) | (State) | (Zip) | Table | e I - Non-D | erivative | Secur | ities Acq | uired, Disposed of | f, or Beneficial | ly Owned | |
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deeme Execution any (Month/Da | Date, if | 3. Transaction Code (Instr. 8) | (Instr. 3, | (A) or (D) | d of (D) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| Stock | 11/02/2008 | | | F | 649 | D | 53.48 | 4,851 <u>(1)</u> | D | | |
| Common | | | | | | | | | | through | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474

(9-02)

Ι

790

401(k)

plan (2)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of | 2. | 3. Transaction Date | | 4. | 5. | 6. Date Exer | | 7. Title | | 8. Price of | 9. Nu |
|-------------|-------------|---------------------|--------------------|------------|------------|---------------|------------|----------|----------|-------------|--------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transacti | orNumber | Expiration D | ate | Amou | nt of | Derivative | Deriv |
| Security | or Exercise | | any | Code | of | (Month/Day/ | Year) | Under | lying | Security | Secur |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivative | e | | Securi | ties | (Instr. 5) | Bene |
| | Derivative | | | | Securities | | | (Instr. | 3 and 4) | | Own |
| | Security | | | | Acquired | | | | | | Follo |
| | | | | | (A) or | | | | | | Repo |
| | | | | | Disposed | | | | | | Trans |
| | | | | | of (D) | | | | | | (Instr |
| | | | | | (Instr. 3, | | | | | | |
| | | | | | 4, and 5) | | | | | | |
| | | | | | | | | | | | |
| | | | | | | | | | Amount | | |
| | | | | | | Date | Expiration | | or | | |
| | | | | | | Exercisable | Date T | Title | Number | | |
| | | | | | | Excicisable L | | | of | | |
| | | | | Code V | (A) (D) | | | | Shares | | |

Reporting Owners

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

Mathews Steven F

720 OLIVE STREET Vice President

ST. LOUIS, MO 63101

Signatures

Steven F. 11/04/2008 Mathews

**Signature of Date Reporting Person

Explanation of Responses:

- If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- The shares reported on this line represent shares withheld for tax purposes from the performance contingent restricted stock that vested on November 2, 2008, an exempt transaction under Rule 16b-3e.
- Shares held in Company stock fund of 401(k) plan as reported by trustee as of October 31, 2008 and purchased through regular deferrals **(2)** under the Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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