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ATMOS ENERGY CORP  
Form 8-K  
January 16, 2003

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

January 13, 2003  
Date of Report (Date of earliest event reported)

ATMOS ENERGY CORPORATION  
(Exact Name of Registrant as Specified in its Charter)

TEXAS AND VIRGINIA	1-10042	75-1743247
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(State or Other Jurisdiction of Incorporation or Organization)	(Commission File Number)	(I.R.S. Employer Identification No.)
1800 THREE LINCOLN CENTRE, 5430 LBJ FREEWAY, DALLAS, TEXAS		75240
-----		-----
(Address of Principal Executive Offices)		(Zip Code)

(972) 934-9227  
-----  
(Registrant's Telephone Number, Including Area Code)

Not Applicable  
-----  
(Former Name or Former Address, if Changed Since Last Report)

ITEM 5. OTHER EVENTS.

On January 13, 2003, Atmos Energy Corporation ("Registrant") and Banc One Capital Markets, Inc., on behalf of the underwriters named in Schedule A to that certain Underwriting Agreement (collectively the "Underwriters"), executed the Underwriting Agreement in connection with the sale by Registrant to the Underwriters of a total of \$250,000,000 of the Company's 5 1/8% Senior Notes due 2013, a copy of which is attached hereto as Exhibit 1.1.

The Registrant's 5 1/8% Senior Notes due 2013, in the aggregate principal amount of \$250,000,000, will be represented by a global security, a copy of which is attached hereto as Exhibit 4.1.

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ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS.

(c) Exhibits.

- 1.1 Underwriting Agreement dated January 13, 2003.
- 4.1 Global Security to be dated January 16, 2003.
- 5.1 Opinion of Gibson, Dunn & Crutcher LLP, Dallas, Texas.
- 23.1 Consent of Ernst & Young LLP, Dallas, Texas.
- 23.2 Consent of Gibson, Dunn & Crutcher LLP, Dallas, Texas  
(included in Exhibit 5.1).

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.

ATMOS ENERGY CORPORATION  
(Registrant)

DATE: January 16, 2003

By: /s/ LOUIS P. GREGORY

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Louis P. Gregory  
Senior Vice President  
and General Counsel

EXHIBIT INDEX

Exhibit Number	Description
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- 23.1 Consent of Ernst & Young LLP, Dallas, Texas.
- 23.2 Consent of Gibson, Dunn & Crutcher LLP, Dallas, Texas  
(included in Exhibit 5.1).