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

**Form 10-Q/A**

(Mark One)

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

For the quarterly period ended December 31, 2002

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 1-10042

**Atmos Energy Corporation**

*(Exact name of registrant as specified in its charter)*

**Texas and Virginia**  
*(State or other jurisdiction of  
incorporation or organization)*

**75-1743247**  
*(IRS Employer  
Identification No.)*

**Three Lincoln Centre, Suite 1800  
5430 LBJ Freeway, Dallas, Texas**  
*(Address of principal executive offices)*

**75240**  
*(Zip Code)*

**(972) 934-9227**

*(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

Number of shares outstanding of each of the issuer's classes of common stock, as of January 31, 2003.

| <u>Class</u> | <u>Shares Outstanding</u> |
|--------------|---------------------------|
| No Par Value | 45,368,350                |

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## EXPLANATORY NOTE

We are amending our Report on Form 10-Q for the period ended December 31, 2002 to include information referred to in the certifications of our chief executive officer and our chief financial officer that was inadvertently omitted from the report as filed on February 14, 2003.

### PART I. FINANCIAL INFORMATION

#### Item 4. *Controls and Procedures*

Within the 90 days prior to the date of this report, we carried out an evaluation, under the supervision and with the participation of our management, including the Chairman, President and Chief Executive Officer and Senior Vice President and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures pursuant to Exchange Act Rule 13a-14. Based upon that evaluation, the Chairman, President and Chief Executive Officer, and Senior Vice President and Chief Financial Officer have concluded that our disclosure controls and procedures are effective.

Such disclosure controls and procedures are controls and procedures designed to ensure that all information required to be disclosed in our reports filed under the Exchange Act is recorded, processed, summarized and reported within the time periods set forth in applicable Securities and Exchange Commission forms, rules and regulations. In addition, we have reviewed our internal controls and have concluded that there have been no significant changes in such internal controls or other factors that could significantly affect those controls subsequent to the date of our review.







## EXHIBITS INDEX

### Item 6(a)

| <u>Exhibit Number</u> | <u>Description</u>  |
|-----------------------|---|
| 10.1*                 | Amendment No. 2 to Mini-Med/Dental Benefit Extension Agreement dated December 31, 2002(1)   |
| 12                    | Computation of ratio of earnings to fixed charges(1)  |
| 15                    | Letter regarding unaudited interim financial information(1)   |
| 99.1                  | Certification Pursuant to 18 U.S.C. Section 1350 as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 by the Company's Chief Executive Officer**(1) |
| 99.2                  | Certification Pursuant to 18 U.S.C. Section 1350 as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 by the Company's Chief Financial Officer**(1) |
| 99.3                  | Certification Pursuant to 18 U.S.C. Section 1350 as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 by the Company's Chief Executive Officer**    |
| 99.4                  | Certification Pursuant to 18 U.S.C. Section 1350 as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 by the Company's Chief Financial Officer**    |

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\* This exhibit constitutes a "management contract or compensatory plan, contract or arrangement."

\*\* These certifications pursuant to 18 U.S.C. Section 1350 by the Company's Chief Executive Officer, furnished as Exhibits 99.1 and 99.3, and by the Company's Chief Financial Officer, furnished as Exhibits 99.2 and 99.4, to this Quarterly Report on Form 10-Q, will not be deemed to be filed with the Commission or incorporated by reference into any filing by the Company under the Securities Act of 1933 or the Securities Exchange Act of 1934, except to the extent that the Company specifically incorporates such certifications by reference.

(1) Previously filed on February 14, 2003 with the Company's Form 10-Q for the quarterly period ended December 31, 2002.