MILLER JAMES C Form 4/A May 24, 2018

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

3235-0287 Number: January 31,

Expires:

5. Relationship of Reporting Person(s) to

2005 Estimated average

0.5

burden hours per response...

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

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

2. Issuer Name and Ticker or Trading

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

AMES C		Symbol					Issuer			
			S&T BANCORP INC [STBA]					(Check all applicable)		
(First)	(Middle)	3. Date of Earliest Transaction				,				
		(Month/l	Day/Year)				_X_ Director		10% Owner	
800 PHILADELPHIA STREET		05/21/2018					Officer (gi	ve title (below)	Other (specify	
(Street)		4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)					Applicable Line)		
PA 15701		05/23/2	2018				Form filed by			
(State)	(Zip)	Tab	le I - Non-	Derivativ	e Secu	rities Ac		of, or Benefic	cially Owned	
2. Transaction Date	e 2A. Deen	ned	3.	4. Securi	ties A	cquired	5. Amount of	6.	7. Nature of	
(Month/Day/Year)	Execution	n Date, if			-		Securities	Ownership	Indirect	
	any	N /57		(Instr. 3,	4 and	5)	•		Beneficial	
	(Month/L	Day/Year)	(Instr. 8)					` /	Ownership (Instr. 4)	
									(IIISU. 4)	
					` ´		Transaction(s)	(Instr. 4)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)			
05/21/2018			A <u>(1)</u>	772	A	\$ 45.39	44,948	D		
							17,760	I	Wife-nancy	
	(First) DELPHIA STRI (Street) PA 15701 (State) 2. Transaction Date (Month/Day/Year)	(First) (Middle) DELPHIA STREET (Street) PA 15701 (State) (Zip) 2. Transaction Date (Month/Day/Year) Execution any (Month/E	S&T B (First) (Middle) 3. Date of (Month/I) DELPHIA STREET 05/21/2 (Street) 4. If Ampriled (Month/I) PA 15701 (State) (Zip) Tab 2. Transaction Date (Month/Day/Year) Execution Date, if any (Month/Day/Year)	S&T BANCOR (First) (Middle) 3. Date of Earliest T	S&T BANCORP INC [S (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) (DELPHIA STREET 05/21/2018 (Street) 4. If Amendment, Date Origin Filed(Month/Day/Year) 05/23/2018 PA 15701 (State) (Zip) Table I - Non-Derivative 2. Transaction Date 2A. Deemed 3. 4. Securi (Month/Day/Year) Execution Date, if Transaction(A) or D any Code (Instr. 3, (Month/Day/Year) (Instr. 8)	S&T BANCORP INC [STBA] (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) (DELPHIA STREET 05/21/2018 (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) 05/23/2018 PA 15701 (State) (Zip) Table I - Non-Derivative Securities A (Month/Day/Year) 2. Transaction Date 2A. Deemed 3. 4. Securities A (Month/Day/Year) Execution Date, if Transaction(A) or Dispose any Code (Instr. 3, 4 and (Month/Day/Year) (Instr. 8) (A) or Code V Amount (D)	S&T BANCORP INC [STBA] (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) DELPHIA STREET 05/21/2018 (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) 05/23/2018 PA 15701 (State) (Zip) Table I - Non-Derivative Securities Ac 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (Month/Day/Year) Execution Date, if Transactior(A) or Disposed of (D) any Code (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8) (A) or Code V Amount (D) Price	S&T BANCORP INC [STBA] (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)	S&T BANCORP INC [STBA] (Check all application of the policy of the poli	

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(9-02)

Edgar Filing: MILLER JAMES C - Form 4/A

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title an	d 8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amount of	of Derivative	e Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underlyin	g Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securities	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3 ar	nd 4)	Owne
	Security				Acquired					Follo
	•				(A) or					Repo
					Disposed					Trans
					of (D)					(Instr
					(Instr. 3,					
					4, and 5)					
								Λ	nount	
									lount	
						Date	Expiration	Or Title Nove	no la cu	
					Exercisable	Date		mber		
				C 1 W	(A) (D)			of		
				Code V	(A) (D)			Sha	ares	

Reporting Owners

Reporting Owner Name / Address	Relationships					
1 0	Director	10% Owner	Officer	Other		
MILLER JAMES C 800 PHILADELPHIA STREET INDIANA, PA 15701	X					

Signatures

/s/ Timothy P. McKee P.O.A. for James C.
Miller

05/24/2018

**Signature of Reporting Person Date

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 Registrant's Board of Directors awarded 772 restricted shares of the Registrant's common stock to non-employee directors on the (1) Board on May 21, 2018 (the "Grant Date"), with such shares vesting in full on May 20, 2019. The fair market value of the common stock was the ending share price of \$45.39 per share on the Grant Date.

Remarks:

This Form 4 amends the original Form 4 filed on May 23, 2018 to report an additional share granted, due to rounding. The granted 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. OTTOM: 10pt; CLEAR: both; MARGIN-TOP: 10pt">

Reporting Owners 2

Additional Information and Where to Find It

This communication may be deemed to be solicitation material in respect of the transaction between AGL Resources Inc. (the "Company") and The Southern Company. In connection with the transaction, the Company intends to file relevant materials with the United States Securities and Exchange Commission (the "SEC"), including a proxy statement in preliminary and definitive form. INVESTORS AND SECURITY HOLDERS ARE URGED TO READ ALL RELEVANT DOCUMENTS FILED WITH THE SEC, INCLUDING THE PROXY STATEMENT, CAREFULLY AND IN THEIR ENTIRETY WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE TRANSACTION AND THE PARTIES TO THE TRANSACTION. Investors and security holders will be able to obtain the proxy statement (when available), as well as other filings containing information about AGL Resources Inc., free of charge, at the SEC's website at www.sec.gov, or free of charge from the Company at www.aglresources.com under the tab Investor Relations/SEC Filings or by directing a request to the Company at AGL Resources Inc., P.O. Box 4569, Atlanta, GA 30302-4569.

Participants in the Solicitation

The directors and executive officers of the Company, and other persons, may be deemed to be participants in the solicitation of proxies in respect of the transaction. Information regarding the Company's directors and executive officers is available in its definitive proxy statement filed with the SEC on March 17, 2015. This document can be obtained free of charge from the sources indicated above. Other information regarding the interests of the participants in the proxy solicitation will be included in the proxy statement and other relevant materials to be filed with the SEC when they become available.

Cautionary Statement Regarding Forward-Looking Statements

To the extent any statements made in this communication contain information that is not historical, these statements are forward-looking statements and are subject to uncertainties and risks. These forward-looking statements relate to, among other things, the expected benefits of the transaction such as efficiencies, cost savings, growth potential, and the expected timing of the completion of the transaction. Forward-looking statements often include words such as "anticipate," "assume," "believe," "can," "could," "estimate," "expect," "forecast," "future," "goal," "indicate," "intend," "may "potential," "predict," "project," "proposed," "seek," "should," "target," "would" or similar expressions. In addition, any stater refer to expectations, projections or other characterizations of future events or circumstances are forward-looking statements. Although certain of these statements set out herein are indicated above, all of the statements in this document that contain forward-looking statements are qualified by these cautionary statements. Although the Company believes that the expectations reflected in such forward-looking statements are reasonable, such statements involve risks and uncertainties, and undue reliance should not be placed on such statements. Certain material factors or assumptions are applied in making forward-looking statements, including, but not limited to, factors and assumptions regarding the items outlined above. Actual results may differ materially from those expressed or implied in such statements. Important factors that could cause actual results to differ materially from these expectations include, among other things, the following: the failure to receive, on a timely basis or otherwise, the required approvals in connection with the transaction with The Southern Company by the Company's shareholders and government or regulatory agencies (including the terms of such approvals); the risk that another condition to closing of the merger may not be satisfied; and other risk factors relating to the energy industry, as detailed from time to time in the Company's reports filed with the SEC. There can be no assurance that the transaction will in fact be consummated.

Additional information about these factors and about the material factors or assumptions underlying such forward-looking statements may be found in the body of this communication, as well as under Item 1.A in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2014, and Item 1.A in the Company's most recent Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2015. The Company cautions that

Edgar Filing: MILLER JAMES C - Form 4/A

the foregoing list of important factors that may affect future results is not exhaustive. When relying on forward-looking statements to make decisions with respect to the Company, investors and security holders should carefully consider the foregoing factors and other uncertainties and potential events. All subsequent written and oral forward-looking statements concerning the transaction or other matters attributable to the Company or any other person acting on its behalf are expressly qualified in their entirety by the cautionary statements referenced above.

There also may be other factors that we do not anticipate or that we do not recognize are material that could cause results to differ materially from expectations. Forward-looking statements speak only as of the date they are made. The Company expressly disclaims any obligation to update or revise any forward-looking statement, whether as a result of future events, new information or otherwise, except as required by law.