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Form 4

November 01, 2002

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

_ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

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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

Filed By Romeo & Dye's Instant Form 4 Filer www.section16.net

| | | | | er N | ame and T | icker or | P | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | | |
|---|--|-------------------|----------|-------|---|------------------------|------|---|---|--|----------------------------------|--|--|
| | | | | ortir | entification ng Person, (voluntary | | 1 | 4. Statement for Month/Day/Year 10/31/02 | 1 | X Director | | | |
| (Street) Birmingham, Alabama 35203-2707 | | | | | | | | 5. If Amendment, Date of Original (Month/Day/Year) | 7. Individual or Joint/Group Fi (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than On Reporting Person | | | | |
| (City) 1. Title of Security (Instr. 3) | 2. Trans- action Date (Month/ Day/ Year) | Execution a Date, | 3. Trans | ode | 4. Securitie (A) or Disp (Instr. 3, 4) Amount | es Acquosed of & 5) | ired | Beneficially | - | 6. Owner- ship Form: Direct (D) or Indirect (I) | 7. Nature of Indirect Beneficial | | |
| Common Stock | | | | | | | | (1100.000) | 1,000 | D | | | |

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

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FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, calls, warrants, options, convertible securities)

| (e.g., puts, cans, warrants, options, convertible securities) | | | | | | | | | | | | |
|---|------------|-----------|-----------|---------|------------|---------------------|----------------|-------------|----------------|-----------|-------------|--|
| 1. Title of | 2. Conver- | 3. Trans- | 3A. | 4. | 5. | 6. Date Exercisable | 7. Title and | 8. Price of | 9. Number of | 10. | 11. Nature | |
| Derivative | sion or | action | Deemed | Trans- | Number | and Expiration | Amount of | Derivative | Derivative | Owner- | of Indirect | |
| Security | Exercise | Date | Execution | action | of | Date | Underlying | Security | Securities | ship | Beneficial | |
| | Price of | | Date, | Code | Derivati | (MeIonth/Day/ | Securities | (Instr. 5) | Beneficially | Form | Ownership | |
| (Instr. 3) | Derivative | (Month/ | if any | | Securition | X ear) | (Instr. 3 & 4) | | Owned | of Deriv- | (Instr. 4) | |
| | Security | Day/ | (Month/ | (Instr. | Acquire | đ | | | Following | ative | | |
| | | Year) | Day/ | 8) | (A) or | | | | Reported | Security: | | |
| | | | Year) | | Dispose | đ | | | Transaction(s) | Direct | | |

^{*} If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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| | | | | of (Ins 3, 4 | str. | | | | | | , | (D) or Indirect (I) (Instr. 4) | |
|------------------------|---------|----------|------|--------------|------|--------------|-------------------------|-----------------|--|-------|-------|--|--|
| | | | Code | V (A) | | Exer-cisable | Expira- tion Date | | Amount or Number of Shares | | | | |
| Deferred Shares (1) | 1 for 1 | 10/31/02 | A | 45 | 3 | | | Common Stock | 45 | 27.90 | 1,679 | D | |

Explanation of Responses:

(1) Energen Corporation Deferred Compensation Plan, number of shares and securities are estimated based on recordkeepers' unit accounting.

By: /s/ J. D. Woodruff, Attorney in Fact 11/2

11/01/2002 Date

D

**Signature of Reporting Person

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure.

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