

WARREN WILLIAM MICHAEL JR
 Form 4
 December 14, 2004

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

OMB APPROVAL
 OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
WARREN WILLIAM MICHAEL JR

(Last) (First) (Middle)

605 RICHARD ARRINGTON JR.
 BLVD. NORTH

(Street)

BIRMINGHAM, AL 35203-2707

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ENERGEN CORP [EGN]

3. Date of Earliest Transaction
 (Month/Day/Year)
 12/13/2004

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman, President and CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock (WMW's)	12/13/2004		M		3,170 A \$ 15	D	
(same as above)	12/13/2004		M		30,439 A \$ 18.25	D	
(same as above)	12/13/2004		F		22,458 D \$ 56.77	D	
Common Stock (ESP)					50,554	I	ESP ⁽¹⁾
Common Stock (IRA)					2,450	D	

Edgar Filing: WARREN WILLIAM MICHAEL JR - Form 4

Common Stock (IRA)						445	I	By wife
Common Stock (AMW)						25,106	I	By wife
Common Stock (Deferred)	12/13/2004		M	8,830	A	\$ 15	304,862 ⁽²⁾	D
(same as above)	12/13/2004		M	29,561	A	\$ 18.25	334,423 ⁽²⁾	D

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

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

SEC 1474
(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Stock Option (Right to Buy) (NQ)	\$ 15	12/13/2004		M	12,000	⁽³⁾ 04/25/2007	Common Stock	12,000
Stock Option (Right to Buy) (NQ)	\$ 18.25	12/13/2004		M	43,566	⁽⁵⁾ 11/24/2007	Common Stock	43,566
Stock Option (Right to Buy) (ISO)	\$ 18.25	12/13/2004		M	16,434	⁽⁵⁾ 11/24/2007	Common Stock	16,434
	\$ 27.4375					⁽⁶⁾ 10/24/2010		6,000

Stock Option (Right to Buy) (NQ)				Common Stock	
Stock Option (Right to Buy) (ISO) \$ 27.4375	(6)	10/24/2010		Common Stock	9,000
Stock Option (Right to Buy) (NQ) \$ 22.63	10/24/2004	10/23/2011		Common Stock	20,952
Stock Option (Right to Buy) (ISO) \$ 22.63	10/24/2004	10/23/2011		Common Stock	4,418
Stock Option (Right to Buy) (NQ) \$ 29.71	01/29/2006	01/28/2013		Common Stock	26,235
Stock Option (Right to Buy) (ISO) \$ 29.71	01/29/2006	01/28/2013		Common Stock	3,365
Stock Option (Right to Buy) (ISO) \$ 42.75	01/28/2007	01/27/2014		Common Stock	2,339
Stock Option (Right to Buy) (NQ) \$ 42.75	01/28/2007	01/27/2014		Common Stock	16,181

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

WARREN WILLIAM MICHAEL JR
605 RICHARD ARRINGTON JR. BLVD. NORTH
BIRMINGHAM, AL 35203-2707

X

Chairman, President and CEO

Signatures

J. D. Woodruff, Attorney
in Fact

12/14/2004

__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).
- (1) Energen Corporation Employee Savings Plan, number of shares and securities are estimates based on trustee's unit accounting.
- (2) Energen Corporation Deferred Compensation Plan, number of securities is estimated based on recordkeepers' unit accounting.
- (3) The option became exercisable in three annual installments of 12,000, 18,000 and 26,000 on November 1, 1997, 1998 and 1999, respectively.
- (4) Exercise or conversion of a derivative security.
- (5) The option became exercisable in three equal annual installments on November 25, 1998, 1999 and 2000.
- (6) The option became exercisable in three equal annual installments on October 25, 2001, 2002 and 2003.

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.