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ALABAMA POWER CO
Form 8-A12B
March 13, 2006
FORM 8-A

SECURITIES AND EXCHANGE COMMISSION

Washington, D. C. 20549

FOR REGISTRATION OF CERTAIN CLASSES
OF SECURITIES PURSUANT TO
SECTION 12(b) or (g) OF THE
SECURITIES EXCHANGE ACT OF 1934

ALABAMA POWER COMPANY

(Exact name of registrant as specified in its charter)

ALABAMA

63-0004250

(State of incorporation or organization)

(IRS Employer Identification No.)

600 North 18th Street, Birmingham, Alabama

35291

(Address of principal executive offices)

(Zip Code)

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box. ☒ X

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box. ☐ o

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class	Name of each exchange on which each class is
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to be so registered

to be so registered

Series II 5.875% Senior Notes

New York Stock Exchange

due March 15, 2046

Securities to be registered pursuant to Section 12(g) of the Act:

-None-

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INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 1. Description of Registrant's Securities to be Registered.

This Registration Statement relates to the \$200,000,000 principal amount (8,000,000 securities) of Series II 5.875% Senior Notes due March 15, 2046 (the Series II Senior Notes) of Alabama Power Company (the Company). A description of the Series II Senior Notes is contained in the Registration Statement on Form S-3 of the Company, Alabama Power Capital Trust VI, Alabama Power Capital Trust VII and Alabama Power Capital Trust VIII, Registration Nos. 333-126348, 333-126348-01, 333-126348-02 and 333-126348-03, filed pursuant to the Securities Act of 1933, as amended (the Securities Act). Such description is incorporated herein by this reference. A description of the Series II Senior Notes is also included in a prospectus supplement previously filed by the Company pursuant to Rule 424(b) under the Securities Act. Such prospectus supplement shall be deemed to be incorporated by reference herein.

Item 2. Exhibits.

Exhibit Number

- | | |
|------|--|
| 1 | Registration Statement on Form S-3 filed by the Company, Alabama Power Capital Trust VI, Alabama Power Capital Trust VII and Alabama Power Capital Trust VIII (Registration Nos. 333-126348, 333-126348-01, 333-126348-02 and 333-126348-03) (incorporated herein by reference). |
| 4(a) | Senior Note Indenture between the Company and JPMorgan Chase Bank, N.A. (formerly known as The Chase Manhattan Bank), as trustee (designated in Current Report on Form 8-K, File No. 1-3164, dated February 4, 1997 as Exhibit 4.1 and incorporated herein by reference). |

Exhibits heretofore filed with the Securities and Exchange Commission and designated as set forth above are hereby incorporated herein by reference and made a part hereof with the same effect as if filed herewith.

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SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned thereunto duly authorized.

Dated: March 13, 2006

ALABAMA POWER COMPANY

By /s/Wayne Boston

Wayne Boston

Assistant Secretary