FORM 4

obligations may continue. See Instruction 1(b).

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

| Washington, I | D.C. | 20549 |
|---------------|------|-------|
|---------------|------|-------|

| STATEMENT OF CH | ANGES IN BENEF | ICIAL OWNERSHIP |
|-----------------|----------------|-----------------|
| STATEMENT OF CH | ANGES IN BENEF | ICIAL OWNERSHIP |

OMB APPROVAL OMB Number: Estimated average burden hours per response: 0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| GARDNER RICHARD M | | | | | SOUTHWEST GAS CORP [SWX] | | | | | | | | | | (Check all | | Il applicable) Director | | 10% Owner | |
|---|---|----|------------------|-------|----------------------------|---|---|---------------------------------|--|---|---|---|---------------|--------------|-----------------------|-----------------------|---|---|--|----------|
| (Last) 5241 SPI | Last) (First) (Middle) 5241 SPRING MOUNTAIN ROAD | | | | | 3. Date of Earliest Transaction (Month/Day/Year) 08/16/2004 | | | | | | | | | | Office | er (give title v) | | Other below) | (specify |
| (Street) LAS VEO | | | 39150000 Zip) | 2 | _ 4. If | 4. If Amendment, Date of Original F | | | | | d (Month/Day/Year) | | | | . Indivi ine) X | Form | or Joint/Group Filing (Check Applicable on filed by One Reporting Person on filed by More than One Reporting son | | | |
| | Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | | | | | | | | | | | | | |
| == 1 1.1.0 or coounty (cur o) | | | | Date | te Exonth/Day/Year) if | | 2A. Deemed Execution Date, if any (Month/Day/Year) | | Transaction Disposed Code (Instr. 5) | | ities Acquired (A) d Of (D) (Instr. 3, 4 | | | 4 and Secu | | cially d Following | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | |
| | | | | | | | | | Code | v | Amount | | (A) or (D) | Price | | Transa (Instr. | action(s) 3 and 4) | | | ` , |
| Common | stock | | | 08/16 | 6/2004 | 1 | | | P | | 467 | | A | \$23 | .43 | 3 467 D | | | | |
| | | Та | | | | | | | | | sed of, onvertib | | | | | ned | | | | |
| 1. Title of Derivative Security (Instr. 3) | rivative Conversion Date Execution Date, curity or Exercise (Month/Day/Year) if any | | | | | Transaction of Code (Instr. Derivat | | ative rities ired osed | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. and 4) | | | t | | 9. Number of derivative Securities Beneficially Owned Following Reported Transactions (Instr. 4) | Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| | | | | | Code | v | (A) | (D) | Date Exercisal | | Expiration Date | Title | of | mber ares | | | | | | |

Explanation of Responses:

By: Kathy M. Bailey, POA

12/02/2004

Date

** Signature of Reporting Person

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

- * 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).

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

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 Number.