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

**Form 8-K
CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) July 22, 2003

**SOUTHWEST GAS CORPORATION
(Exact name of registrant as specified in its charter)**

California
(State or other jurisdiction of
incorporation or organization)

1-7850
(Commission
File Number)

88-0085720
(I.R.S. Employer
Identification No.)

5241 Spring Mountain Road
Post Office Box 98510
Las Vegas, Nevada
(Address of principal executive offices)

89193-8510
(Zip Code)

Registrant's telephone number, including area code: (702) 876-7237

Item 5. Other Events and Regulation FD Disclosure.

In connection with Southwest Gas Corporation's ("Southwest" or the "Company") Registration Statement on Form S-3, the Company is filing a description of its common stock, for the purpose of updating that description, and a form of common stock certificate.

Southwest is authorized to issue up to 45,000,000 shares of its common stock, \$1.00 par value. As of March 31, 2003, 33,558,966 shares of its common stock were outstanding.

The holders of Southwest common stock are entitled to receive such dividends as the Southwest board of directors may from time to time declare, subject to any rights of holders of outstanding shares of Southwest preferred stock. Except as otherwise provided by law, each holder of common stock is entitled to one vote per share on each matter submitted to a vote of a meeting of shareholders, subject to cumulative voting rights with respect to the election of directors and any class or series voting rights of holders of preferred stock.

In the event of any liquidation, dissolution or winding up of Southwest, whether voluntary or involuntary, the holders of shares of Southwest common stock, subject to any rights of holders of outstanding shares of Southwest preferred stock, are entitled to receive any remaining assets of Southwest after the discharge of its liabilities.

Holders of Southwest common stock are not entitled to preemptive rights to subscribe for or purchase any part of any new or additional issue of stock or securities convertible into stock. Southwest common stock does not contain any redemption provisions or conversion rights and is not liable to assessment or further call.

Southwest is the registrar and transfer agent for its common stock.

The Southwest board of directors is authorized, pursuant to Southwest's articles of incorporation, to issue up to 5,000,000 shares of preferred stock in one or more series and to determine or alter the rights, preferences, privileges and restrictions granted to or imposed upon any such series. As of March 31, 2003, no shares of preferred stock were outstanding.

Item 7. Financial Statements and Exhibits.

(c) Exhibits

4 Form of common stock certificate.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

SOUTHWEST GAS CORPORATION

Date: July 22, 2003

/s/ ROY R. CENTRELLA

Roy R. Centrella
Vice President/Controller and
Chief Accounting Officer

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
4	Form of common stock certificate.

NUMBER

ZQ

SHARES

COMMON STOCK
PAR VALUE \$1.00



INCORPORATED UNDER THE LAWS OF THE STATE OF CALIFORNIA, MARCH 10, 1931

SOUTHWEST GAS CORPORATION

THIS CERTIFICATE IS TRANSFERABLE IN LAS VEGAS OR IN THE CITY OF NEW YORK.

CUSIP 844895 10 2

This certifies that

Sample Copy for display purposes

is the owner of

FULLY PAID AND NONASSESSABLE SHARES OF THE COMMON STOCK OF

Southwest Gas Corporation, transferable on the books of the Corporation in person or by attorney on surrender of this Certificate properly endorsed. This Certificate is not valid until countersigned and registered by the Transfer Agent and Registrar.

Witness the facsimile seal of Southwest Gas Corporation and the facsimile signatures of its duly authorized officers

DATED:

George C. Biehl
Secretary



[Signature]
Chairman

SEE THE REVERSE HEREOF FOR CERTAIN DEFINITIONS AND THE LOCATION OF THE OFFICE FROM WHICH A STATEMENT OF THE RIGHTS, PRIVILEGES, PREFERENCES AND RESTRICTIONS RELATING TO THE RESPECTIVE CLASSES OF SHARES OF THE CORPORATION MAY BE OBTAINED.



130784

Countersigned and Registered:
SOUTHWEST GAS CORPORATION
(Las Vegas, NV)
Transfer Agent and Registrar
By _____
Authorized Signature

The following abbreviations, when used in the inscription on the face of this certificate, shall be construed as though they were written out in full according to applicable laws or regulations:

TEN COM — as tenants in common
TEN ENT — as tenants by the entireties
JT TEN — as joint tenants with right
of survivorship and not as tenants in common

UNIF GIFT MIN ACT — Custodian
(Cust) (Minor)
under Uniform Gifts to Minors
Act
(State)
UNIF TRF MIN ACT — Custodian (until age. . . .)
(Cust)
. under Uniform Transfers
(Minor)
to Minors Act
(State)

Additional abbreviations may also be used though not in the above list.

SOUTHWEST GAS CORPORATION

The total number of authorized shares of capital stock of the Southwest Gas Corporation ("Company") is 52,000,000 divided into three classes consisting of 5,000,000 shares of Preferred Stock without par value; 2,000,000 shares of Preference Stock, \$20 par value; and 45,000,000 shares of Common Stock, \$1 par value.

Except as otherwise provided by law, Preferred Stock may be issued from time to time, in one or more series, and the Board of Directors of the Company is authorized to fix or alter the rights, preferences, privileges and restrictions granted to or imposed upon any such series. Except as otherwise provided by law, the Preference Stock may be issued from time to time, in one or more series and the Board of Directors of the Company is authorized to fix or alter the dividend rights, dividend rate, conversion rights, voting rights, rights and terms of redemption (including sinking fund provisions), the redemption price or prices, and the liquidation preferences of any wholly unissued series, together with the designation of any such series and the number of shares which shall constitute any such unissued series, and to increase or decrease (but not below the number of shares of such series then outstanding) the number of shares of any such series subsequent to the issue of that series. All such classes are senior to the Common Stock.

Dividend Rights

The holders of the Common Stock are entitled to receive such dividend as may be declared by the Board of Directors, subject to the rights of the holders of outstanding shares of Preferred Stock.

Voting Rights

Subject to the voting rights of the respective holders of Preferred Stock and Preference Stock from time to time outstanding, if any, holders of the Common Stock are entitled to one vote for each share in the election of directors and in all other corporate matters where separate voting by classes is not required by law. Under California law, the holders of Common Stock are entitled to cumulate the votes in electing directors.

Liquidation Rights

In the event of any liquidation, dissolution or winding up of the Company, or any reduction or decrease of its capital stock resulting in a distribution of assets to the holders of its Common Stock, the holders of Common Stock are entitled to receive pro rata, according to the number of shares held by each, all assets of the Company distributable to stockholders, but only after payment of all debt and payment to the holders of the Preferred Stock and Preference Stock of the full preferential amounts fixed for all outstanding shares of such stock, if any.

Miscellaneous

The Restated Articles of Incorporation of the Company, as amended, authorize the directors to designate series within the Common Stock class. Under these provisions, the directors might authorize a series of Common Stock having a dividend rate higher than the dividend rate on shares of Common Stock outstanding at the time such series is created and the shares thereof issued. Shares of any such series would have no preference as to the payment of dividends, except as to the amount thereof. The Common Stock has no conversion, subscription or preemptive rights and is not subject to redemption, call or assessment.

A complete statement of the rights, preferences, privileges and restrictions granted to or imposed upon the respective classes of shares and upon the holders thereof as established by the Articles of Incorporation, as amended, may be obtained upon request and without charge by writing to Corporate Secretary, Southwest Gas Corporation, Post Office Box 98511, Las Vegas, Nevada 89193-8511.

FOR VALUE RECEIVED _____ hereby sell, assign and transfer unto

PLEASE SHOW ASSIGNEE'S SOCIAL SECURITY OR
OTHER TAXPAYER IDENTIFYING NUMBER

Shares

of stock represented by the within certificate, and do hereby irrevocably constitute and appoint _____

Attorney

to transfer the said stock on the books of the within named corporation with full power of substitution in the premises.

Dated: _____

NOTICE: The signature to this assignment must correspond with the name as written upon the face of the certificate in every particular without alteration, enlargement or any change whatever.

Signature(s) Guaranteed

By _____

THE SIGNATURE(S) SHOULD BE GUARANTEED BY AN ELIGIBLE GUARANTOR INSTITUTION, (BANKS, STOCKBROKERS, SAVINGS AND LOAN ASSOCIATIONS AND CREDIT UNIONS WITH MEMBERSHIP IN AN APPROVED SIGNATURE GUARANTEE MEDALLION PROGRAM), PURSUANT TO S.E.C. RULE 17Ad-15.