

SECURITIES AND EXCHANGE COMMISSION

Issuer Delisting; Notice of Application of Southwest Gas Corporation to Withdraw its Common Stock, \$1.00 par value, from Listing and Registration on the Pacific Exchange, Inc. File No. 1-07850

November 18, 2004

On November 3, 2004, Southwest Gas Corporation, a Nevada corporation (“Issuer”), filed an application with the Securities and Exchange Commission (“Commission”), pursuant to Section 12(d) of the Securities Exchange Act of 1934 (“Act”)¹ and Rule 12d2-2(d) thereunder,² to withdraw its common stock, \$1.00 par value (“Security”), from listing and registration on the Pacific Exchange, Inc. (“PCX”).

The Board of Directors of the Issuer approved a resolution on May 5, 2004 to withdraw the Issuer’s Security from listing on the PCX. The Issuer states that the reasons for its decision to withdraw its Security from the PCX are as follows: (i) the Issuer needs to reduce costs, as well as administrative time and expense, associated with having its Security listed on multiple exchanges; (ii) the common stock is also listed on the New York Stock Exchange, Inc. (“NYSE”) which maintains the principal listing of the Issuer's common stock; (iii) since the Issuer is listed on more than one exchange, the Issuer has been paying listing and other fees and expenses associated with maintaining its listing on both exchanges; (iv) the Issuer's management has been required to focus on the listing and maintenance rules, as well as ongoing amendments to the rules and regulations of both exchanges; this, combined with the changing regulatory landscape that all public companies face as the result of the Sarbanes-Oxley Act of 2002, incrementally increased the amount of administrative time and expense that

¹ 15 U.S.C. 78j(d).

² 17 CFR 240.12d2-2(d).

management has spent in connection with maintaining the listing of the Issuer's Security; and (v) by withdrawing the Security from the PCX, the Issuer will be able to lessen the administrative burden currently faced by the Issuer's management and reduce the related expenses.

The Issuer stated in its application that it has complied with applicable rules of the PCX Rule 5.4(b), by complying with all applicable laws in effect in the State of Nevada and by providing the PCX with the required documents governing the removal of securities from listing and registration on the PCX. The Issuer's application relates solely to the withdrawal of the Security from listing on the PCX and shall not affect its continued listing on the NYSE or its obligation to be registered under Section 12(b) of the Act.³

Any interested person may, on or before December 14, 2004 comment on the facts bearing upon whether the application has been made in accordance with the rules of the PCX, and what terms, if any, should be imposed by the Commission for the protection of investors. All comment letters may be submitted by either of the following methods:

Electronic comments:

- Send an e-mail to rule-comments@sec.gov. Please include the File Number 1-07850 or;

Paper comments:

- Send paper comments in triplicate to Jonathan G. Katz, Secretary, Securities and Exchange Commission, 450 Fifth Street, NW, Washington, DC 20549-0609.

All submissions should refer to File Number 1-07850. This file number should be included on the subject line if e-mail is used. To help us process and review your comments more

³ 15 U.S.C. 781(b).

efficiently, please use only one method. The Commission will post all comments on the Commission's Internet Web site (<http://www.sec.gov/rules/delist.shtml>). Comments are also available for public inspection and copying in the Commission's Public Reference Room, 450 Fifth Street, NW, Washington, DC 20549. All comments received will be posted without change; we do not edit personal identifying information from submissions. You should submit only information that you wish to make available publicly.

The Commission, based on the information submitted to it, will issue an order granting the application after the date mentioned above, unless the Commission determines to order a hearing on the matter.

For the Commission, by the Division of Market Regulation, pursuant to delegated authority.⁴

Jonathan G. Katz
Secretary

⁴ 17 CFR 200.30-3(a)(1).