

SCHEDULE 14A  
(RULE 14A-101)  
INFORMATION REQUIRED IN PROXY STATEMENT  
SCHEDULE 14A INFORMATION  
PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE SECURITIES  
EXCHANGE ACT OF 1934 (AMENDMENT NO. )

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement       Confidential, for Use of the Commission  
 Definitive Proxy Statement      Only (as permitted by Rule 14a-6(e)(2))  
 Definitive Additional Materials  
 Soliciting Material Pursuant to sec. 240.14a-11(c) or sec. 240.14a-12

Southwest Gas Corporation

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(Name of Registrant as Specified In Its Charter)

N/A

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11

- (1) Title of each class of securities to which transaction applies:
- (2) Aggregate number of securities to which transaction applies:
- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):
- (4) Proposed maximum aggregate value of transaction:
- (5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

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(2) Form, Schedule or Registration Statement No.:

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(3) Filing Party:

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(4) Date Filed:

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IT'S TIME TO VOTE YOUR SHARES

This year's Annual Meeting will be held on May 10, 2001. Because of the expansion of the offices on the corporate campus, this year's meeting will be held at the Rio Pavilion Convention Center, adjacent to the Rio All-Suite Casino Resort on West Flamingo.

As participants in the Employees' Investment Plan and as Company shareholders, you will be receiving proxy materials for this year's Annual Meeting. You will be asked to consider the election of 11 directors, the

ratification of the selection of Arthur Andersen LLP as the Company's independent public accountants and a shareholder proposal requesting that the Board of Directors redeem the rights distributed under the Company's shareholder rights plan adopted in 1996 unless the plan is approved by the affirmative vote of holders of a majority of the Company's shares present at the meeting. The Board of Directors recommends that you vote:

FOR the selection of Arthur Andersen LLP; and  
AGAINST the recommendation to eliminate the Company's shareholder rights plan.

The Board of Directors believes that the Company's shareholder rights plan is in the best interests of the Company and its shareholders, employees and customers. The benefits in retaining the rights plan are addressed in the "STATEMENT IN OPPOSITION" to the shareholder proposal starting on page 24 of this year's Proxy Statement.

It is important that your shares are represented and voted at the Annual Meeting regardless of the number of shares you own and whether or not you plan to attend. Accordingly, we request you to sign, date, and mail the enclosed proxy at your earliest convenience.

If you have already voted and now decide to change your vote, you can contact the Shareholder Services Department and a new proxy card will be provided to you. If you have shares in the 401(k) plan, that proxy instruction card will be arriving at your homes shortly and it should be returned in the appropriate envelope to Fidelity. If you have any questions, you can contact Karen Stanfield, Shareholder Services at (702) 364-3002.