

TORCHMARK CORP
Form 4
May 06, 2005

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
HUDSON CHARLES B

(Last) (First) (Middle)

TORCHMARK CORPORATION, 2001 THIRD AVENUE SOUTH

(Street)

BIRMINGHAM, AL 35233

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
TORCHMARK CORP [TMK]

3. Date of Earliest Transaction (Month/Day/Year)
05/04/2005

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman & CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common stock	05/05/2005		M		116,709 A \$ 36.1117	650,294	D
Common Stock	05/05/2005		M		100,000 A \$ 27.8125	750,294	D
Common stock	05/05/2005		M		90,000 A \$ 37.375	840,294	D
Common Stock	05/05/2005		M		251,351 A \$ 37.375	1,091,645	D
Common Stock	05/05/2005		M		15,399 A \$ 37.375	1,107,044	D

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Common Stock	05/05/2005	M	35,952	A	\$ 22.1486	1,142,996	D	
Common stock	05/05/2005	M	17,212	A	\$ 33.4375	1,160,208	D	
Common Stock	05/05/2005	M	50,000	A	\$ 33.4375	1,210,208	D	
Common Stock	05/05/2005	M	20,694	A	\$ 27.8125	1,230,902	D	
Common Stock	05/05/2005	M	11,300	A	\$ 38.2	1,242,202	D	
Common Stock	05/05/2005	M	100,000	A	\$ 38.2	1,342,202	D	
Common Stock	05/05/2005	M	50,000	A	\$ 37.44	1,392,202	D	
Common Stock	05/05/2005	M	7,686	A	\$ 37.44	1,399,888	D	
Common Stock	05/05/2005	M	2,367	A	\$ 45.6	1,402,255	D	
Common stock	05/05/2005	M	248,604	A	\$ 41.26	1,650,859	D	
Common Stock	05/05/2005	S	744,009	D	\$ 54.77	903,850	D	
Common Stock	05/05/2005	S	136,295	D	\$ 54.77	770,555	D	
Common Stock						20,610 ⁽¹⁾	I	Thrift Plan Trust
Common Stock						589,762	I	Trustee of GRATs for Children
Common Stock						18,000	I	Custodian for Children

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Underlying Security (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Employee Stock Option (Right to Buy)	\$ 54.77	05/04/2005		A		799,999		11/04/2005	05/04/2012	Common Stock
Employee Stock Option (Right to Buy)	\$ 36.1117	05/05/2005		M		116,709		01/02/2001	01/04/2008	Common Stock
Employee Stock Option (Right to Buy)	\$ 27.8125	05/05/2005		M		100,000		12/21/2003	12/23/2009	Common Stock
Employee Stock Option (Right to Buy)	\$ 37.375	05/05/2005		M		90,000		12/20/2003	12/22/2010	Common Stock
Employee Stock Option (Right to Buy)	\$ 37.375	05/05/2005		M		251,351		12/20/2003	12/22/2010	Common stock
Employee Stock Option (Right to Buy)	\$ 37.375	05/05/2005		M		15,399		<u>(2)</u>	12/20/2011	Common Stock
Employee Stock Option (Right to Buy)	\$ 41.26	05/05/2005		M		248,604		02/09/2002	08/11/2011	Common Stock
Employee Stock Option (Right to Buy)	\$ 22.1486	05/05/2005		M		35,952		<u>(3)</u>	01/31/2008	Common Stock

Buy)									
Employee Stock Option (Right to Buy)	\$ 33.4375	05/05/2005	M	17,212	<u>(4)</u>	12/16/2009		Common Stock	
Employee Stock Option (Right to Buy)	\$ 33.4375	05/05/2005	M	50,000	12/16/2001	12/18/2008		Common Stock	
Employee Stock Option (Right to Buy)	\$ 27.8125	05/05/2005	M	20,694	<u>(5)</u>	12/21/2010		Common Stock	
Employee Stock Option (Right to Buy)	\$ 38.2	05/05/2005	M	11,300	<u>(6)</u>	12/13/2012		Common Stock	
Common stock	\$ 38.2	05/05/2005	M	100,000	12/13/2004	12/15/2011		Common Stock	
Employee Stock Option (Right to Buy)	\$ 37.44	05/05/2005	M	50,000	12/16/2004	12/18/2012		Common Stock	
Employee Stock Option (Right to Buy)	\$ 37.44	05/05/2005	M	7,686	<u>(7)</u>	12/16/2013		Common Stock	
Employee Stock Option (Right to Buy)	\$ 45.6	05/05/2005	M	2,367	01/08/2005	01/08/2015		Common stock	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HUDSON CHARLES B TORCHMARK CORPORATION	X		Chairman & CEO	

2001 THIRD AVENUE SOUTH
BIRMINGHAM, AL 35233

Signatures

C.B. Hudson, By:/s/Carol A. McCoy,
Attorney-in-fact

05/06/2005

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

- (1) Shares in unitized fund in employee benefit plan - estimated conversion of \$ balance to shares using \$54.77 per share.
- (2) Vests as to 1/10 of option shares per year on anniversary of original grant date, commencing 12/20/2001.
- (3) Vests as to 1/10 of option shares per year on anniversary of original grant date, commencing 1/31/1998.
- (4) Vests as to 1/10 of option shares per year on anniversary of original grant date, commencing 12/16/1999.
- (5) Vests as to 1/10 of option shares per year on anniversary of original grant date, commencing 12/21/2000.
- (6) Vests as to 1/10 of option shares per year on anniversary of original grant date, commencing 12/13/2002.
- (7) Vests as to 1/10 of option shares per year on anniversary of original grant date, commencing 12/16/2003.

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

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