

AMSOUTH BANCORPORATION
Form 4
February 10, 2005

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
KUNH GEOFFREY A VON

2. Issuer Name and Ticker or Trading Symbol
AMSOUTH BANCORPORATION
[ASO]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
1900 5TH AVENUE NORTH
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/08/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Sr Executive Vice President

BIRMINGHAM, AL 35203

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

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

(City) (State) (Zip)

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)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

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SEC 1474
(9-02)

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

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Employee Stock Option (Right to Buy) ¹	\$ 25.53	02/08/2005	A	103,900					02/08/2006 ⁽¹⁾	02/07/2015	Common Stock	103

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KUHN GEOFFREY A VON 1900 5TH AVENUE NORTH BIRMINGHAM, AL 35203			Sr Executive Vice President	

Signatures

By:
Michelle
Bridges -
Attorney in
Fact

(2)

This Non-Qualified Stock Option was granted pursuant to the 1990 Stock Option Plan and was initially exercisable in one-third increments on the second, third and fourth anniversary dates of the grant. This option was later accelerated so that it became fully vested on 12-13-05; however, the shares cannot be sold or otherwise disposed of until the option normally would have vested. The unexercised portion of the grant vests as follows: 1,667 shares on 10-23-05 and 3,333 shares on 10-23-06.

(3)

This Non-Qualified Stock Option was granted pursuant to the 1990 Stock Option Plan and was initially exercisable in one-third increments on the second, third and fourth anniversary dates of the grant. This option was later accelerated so that it became fully vested on 11-11-05; however, the shares cannot be sold or otherwise disposed of until the option normally would have vested. The unexercised portion of the grant vests as follows: 334 shares on 10-29-05, 3,333 shares on 10-29-06 and 3,333 shares on 10-29-07.

(4)

This Non-Qualified Stock Option was granted pursuant to the 1990 Stock Option Plan and was immediately exercisable as

of the grant date. However, no shares received from the exercise of the stock option grant can be sold before 4-29-2008 unless the optionee's employment is ended due to retirement, disability, death or involuntary termination.

(5) This Non-Qualified Stock Option was granted pursuant to the 2005 Equity Compensation Plan and was immediately exercisable as of the grant date. However, no shares received from the exercise of the stock option grant can be sold before 4-28-2009 unless the optionee's employment is ended due to retirement, disability, death or involuntary termination.

(6) This Non-Qualified Stock Option was granted pursuant to the 2005 Equity Compensation Plan and is exercisable in one-third increments on the second,

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third and
fourth
anniversary
dates of the
grant.

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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