

AMSOUTH BANCORPORATION

Form 4

November 07, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
RITTER C DOWD

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)
11/04/2006

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

Chairman, President and CEO

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	10/25/2006		G	V	19,300 ⁽¹⁾	D	<u>(2)</u> 305,987
Common Stock	11/04/2006		D		305,987	D	<u>(2)</u> 0
Common Stock	11/04/2006		D		105,295.7913	D	<u>(2)</u> 0
Common Stock	11/04/2006		D		300,000	D	<u>(2)</u> 0
Common Stock	11/04/2006		D		19,333	D	<u>(2)</u> 0

By
401(k)By
GRATBy
Spouse
(3)

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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 (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 Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Employee Stock Option (Right to Buy)	\$ 24.6875	11/04/2006		D	400,000	10/05/2000 10/04/2009	Common Stock 400,0
Employee Stock Option (Right to Buy)	\$ 16.0625	11/04/2006		D	189,675	02/12/2001 02/11/2010	Common Stock 189,6
Employee Stock Option (Right to Buy)	\$ 17.02	11/04/2006		D	619,125	01/31/2002 01/30/2011	Common Stock 619,1
Employee Stock Option (Right to Buy)	\$ 20.26	11/04/2006		D	641,710	01/30/2003 01/29/2012	Common Stock 641,7
Employee Stock Option (Right to Buy)	\$ 20.49	11/04/2006		D	597,121	02/10/2004 02/09/2013	Common Stock 597,1
Employee Stock Option (Right to Buy)	\$ 24.36	11/04/2006		D	582,400	02/05/2005 02/05/2014	Common Stock 582,4

Employee

Stock

Option (Right to Buy)	\$ 25.53	11/04/2006	D	530,800	02/08/2006	02/07/2015	Common Stock	530,8
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Employee

Stock

Option (Right to Buy)	\$ 27.48	11/04/2006	D	371,300	04/02/2007	04/02/2016	Common Stock	371,3
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RITTER C DOWD 1900 5TH AVENUE NORTH BIRMINGHAM, AL 35203	X		Chairman, President and CEO	

Signatures

By: Michelle Bridges - Attorney
in Fact

11/06/2006

__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) Reporting person gifted 8,500 shares on April 26, 2006, 800 shares on October 12, 2006 and 10,000 on October 26, 2006.

(2) Shares disposed of pursuant to merger between AmSouth Bancorporation and Region Financial Corporation pursuant to which each share of AmSouth common stock was exchanged for 0.7974 shares of Regions common stock having a market value of \$29.82 per share on the effective date of the merger.

(3) Reporting person disclaims beneficial ownership of these shares.

(4) In the merger of AmSouth and Regions, each outstanding option to purchase AmSouth common stock was converted to an option to purchase Regions stock on substantially the same terms, except that the number of options was adjusted by multiplying the number of AmSouth options by 0.7974, the grant price was adjusted by dividing the AmSouth grant price by 0.7974, and the options became immediately exercisable at the effective time of the merger and will remain exercisable until the expiration date of the option.

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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