

TORCHMARK CORP
Form 4
December 27, 2004

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
RICHEY RONALD K

(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)
12/22/2004

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 of Exec. Committee

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	12/22/2004		J(1)	V 416,298 A \$ 56.51	927,220 (1)	D	
Common Stock	12/22/2004		J(1)(2)	V 429,151 D \$ 56.51	0 (1) (2)	I	By Family Partnership
Common Stock	12/22/2004		S	400 D \$ 56.55	108,950 (3)	I	By Charitable Remainder Unitrust
Common Stock	12/22/2004		S	200 D \$ 56.54	108,750 (3)	I	By Charitable

Common Stock	12/22/2004	S	1,000	D	\$ 56.5	107,750 ⁽³⁾	I	Remainder Unitrust
Common Stock	12/27/2004	S	2,800	D	\$ 56.7	215,825 ⁽³⁾	I	By Spouse's Charitable Remainder Unitrust

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RICHEY RONALD K TORCHMARK CORPORATION 2001 THIRD AVENUE SOUTH BIRMINGHAM, AL 35233	X			Chairman of Exec. Committee

Signatures

R.K. Richey, by /s/ Carol A. McCoy,
Attorney-in-fact

12/27/2004

__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).

- Mr. Richey's previous Section 16 filings have reported him as indirectly beneficially owning all of shares of common stock of Torchmark Corporation held by Family Partnership, irrespective of his proportionate interest in such partnership. In 1999, Mr. and Mrs. Richey sold their limited partnership interests in Family Partnership to certain third party trusts (of which Mr. Richey has no beneficial ownership), in exchange for demand notes. Mr. Richey continues to serve as managing general partner of Family Partnership. Family Partnership has distributed certain assets (including common stock) to its limited partners, and on December 22, 2004, the third party trusts transferred 416,298 shares of common stock to Mr. and Mrs. Richey in full satisfaction of the previously contracted debt owed by such trusts to the Richeys. Therefore, 416,298 shares of common stock which have previously been reported as indirectly beneficially owned by Mr. Richey are now directly owned by Mr. Richey.
- (1) Mr. Richey continues to serve as managing general partner of Family Partnership. Family Partnership has distributed certain assets (including common stock) to its limited partners, and on December 22, 2004, the third party trusts transferred 416,298 shares of common stock to Mr. and Mrs. Richey in full satisfaction of the previously contracted debt owed by such trusts to the Richeys. Therefore, 416,298 shares of common stock which have previously been reported as indirectly beneficially owned by Mr. Richey are now directly owned by Mr. Richey.
 - (2) Family Partnership also transferred 12,853 shares of common stock to third party trusts (of which Mr. Richey has no beneficial ownership), and the third party trusts retained such shares.
 - (3) Reporting person continues to report beneficial ownership of all TMK stock held by charitable remainder unitrusts, but disclaims beneficial ownership except of his and/or his spouse's pecuniary interest therein.

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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