

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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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 *
MCANDREW MARK S

(Last) (First) (Middle)

UNITED AMERICAN
INSURANCE COMPANY, 3700
SOUTH STONEBRIDGE DRIVE

(Street)

MCKINNEY, TX 75070

(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 of Ins. Operations

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		53,198	A	\$ 34.5
Common Stock	05/05/2005		M		100,000	A	\$ 27.8125
Common Stock	05/05/2005		M		90,000	A	\$ 37.375
Common stock	05/05/2005		M		50,556	A	\$ 41.26
Common stock	05/05/2005		M		31,250	A	\$ 33.4375
							99,765
							199,765
							289,765
							340,321
							371,571

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Common Stock	05/05/2005	M	100,000	A	\$ 38.2	471,571	D	
Common Stock	05/05/2005	M	50,000	A	\$ 37.44	521,571	D	
Common Stock	05/05/2005	S	306,977	D	\$ 54.77	214,594	D	
Common Stock	05/05/2005	S	79,517	D	\$ 54.77	135,077	D	
Common Stock						10,666 ⁽¹⁾	I	Thrift Plan Trust

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

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(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 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	332,181	11/04/2005	05/04/2012	Common Stock
Employee Stock Option (Right to Buy)	\$ 34.5	05/05/2005		M	53,198	05/15/2000	11/17/2009	Common Stock
Employee Stock Option (Right to Buy)	\$ 27.8125	05/05/2005		M	100,000	12/21/2002	12/23/2009	Common Stock
Employee Stock Option	\$ 37.375	05/05/2005		M	90,000	12/20/2003	12/22/2010	Common Stock

(Right to Buy)									
Employee Stock Option (Right to Buy)	\$ 41.26	05/05/2005	M	50,556	02/09/2002	08/11/2011			Common Stock
Employee Stock Option (Right to Buy)	\$ 33.4375	05/05/2005	M	31,250	12/16/2001	12/18/2008			Common Stock
Employee Stock Option (Right to Buy)	\$ 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

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCANDREW MARK S UNITED AMERICAN INSURANCE COMPANY 3700 SOUTH STONEBRIDGE DRIVE MCKINNEY, TX 75070	X		Chairman of Ins. Operations	

Signatures

Mark S. McAndrew, By:/s/Carol A. McCoy, Attorney-in-fact
Date: 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.

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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