

TORCHMARK CORP
Form 4
May 09, 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 *
RECORDS GEORGE J SR

(Last) (First) (Middle)

**MIDLAND FINANCIAL CO., 501
W. GRAND BLVD., 6TH FLOOR**

(Street)

OKLAHOMA CITY, OK 73118

(City) (State) (Zip)

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

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director
____ Officer (give title below) Other (specify below)
____ 10% Owner
____ Former Director

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 or Price		
Common Stock	05/05/2005		M		4,210 A \$ 37.625	24,860	D
Common Stock	05/05/2005		M		29,951 A \$ 41.26	54,811	D
Common Stock	05/05/2005		M		3,866 A \$ 33.9375	58,677	D
Common Stock	05/05/2005		M		8,000 A \$ 15.9588	66,677	D
Common Stock	05/05/2005		M		7,309 A \$ 22.1619	73,986	D

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Common Stock	05/05/2005		M	5,149	A	\$ 28.3125	79,135	D	
Common Stock	05/05/2005		M	4,542	A	\$ 36.3792	83,677	D	
Common Stock	05/05/2005		M	6,000	A	\$ 38.79	89,677	D	
Common Stock	05/05/2005		M	4,125	A	\$ 38.42	93,802	D	
Common Stock	05/05/2005		M	6,000	A	\$ 37.41	99,802	D	
Common Stock	05/05/2005		M	4,280	A	\$ 37.41	104,082	D	
Common Stock	05/05/2005		M	4,344	A	\$ 45.56	108,426	D	
Common Stock	05/05/2005		M	6,000	A	\$ 45.56	114,426	D	
Common Stock	05/05/2005		S	61,622	D	\$ 54.77	52,804	D	
Common Stock							0	I	Not Applicable

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 Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Director Stock Option (Right to Buy)	\$ 37.625	05/05/2005		M	4,210	07/03/2001	01/03/2012	Common Stock	4,210

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Director Stock Option (Right to Buy)	\$ 41.26	05/05/2005	M	29,951	02/09/2002	08/11/2011	Common Stock	29,951
Director Stock Option (Right to Buy)	\$ 33.9375	05/05/2005	M	3,866	07/11/1999	01/11/2010	Common Stock	3,866
Director Stock Option (Right to Buy)	\$ 15.9488	05/05/2005	M	8,000	(1)	12/18/2007	Common Stock	8,000
Director Stock Option (Right to Buy)	\$ 22.1619	05/05/2005	M	7,309	(2)	01/31/2008	Common Stock	7,309
Director Stock Option (Right to Buy)	\$ 28.3125	05/05/2005	M	5,149	07/03/2000	01/03/2011	Common Stock	5,149
Director Stock Option (Right to Buy)	\$ 36.3792	05/05/2005	M	4,542	(3)	02/10/2009	Common Stock	4,542
Director Stock Option (Right to Buy)	\$ 38.79	05/05/2005	M	6,000	07/02/2002	01/04/2012	Common Stock	6,000
Director Stock Option (Right to Buy)	\$ 38.42	05/05/2005	M	4,125	07/07/2002	01/07/2013	Common Stock	4,125
Director Stock Option (Right to Buy)	\$ 37.41	05/05/2005	M	6,000	07/02/2003	01/04/2013	Common Stock	6,000
	\$ 37.41	05/05/2005	M	4,280	07/02/2003	01/02/2014		4,280

Director Stock Option (Right to Buy)								Common Stock	
Director Stock Option (Right to Buy)	\$ 45.56	05/05/2005	M	4,344	07/02/2004	01/02/2015		Common Stock	4,344
Director Stock Option (Right to Buy)	\$ 45.56	05/05/2005	M	6,000	07/02/2004	01/04/2014		Common Stock	6,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RECORDS GEORGE J SR MIDLAND FINANCIAL CO. 501 W. GRAND BLVD., 6TH FLOOR OKLAHOMA CITY, OK 73118				Former Director

Signatures

George J. Records, Sr., By:/s/Carol A. McCoy,
Attorney-in-fact

05/09/2005

__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) Vests as to 1/10 of option shares per year on anniversary of original grant date, commencing 12/18/1997.
- (2) Vests as to 1/10 of option shares per year on anniversary of original grant date, commencing 1/31/1998.
- (3) Vests as to 1/10 of option shares per year on anniversary of original grant date, commencing 2/10/1999.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.