

MAYER W CHARLES III
 Form 5
 February 03, 2006

FORM 5

**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).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
 MAYER W CHARLES III

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 Sr Executive Vice President

(Last) (First) (Middle)

3. Statement of Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2005

1900 5TH AVENUE NORTH

(Street)

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

6. Individual or Joint/Group Reporting (check applicable line)

BIRMINGHAM, AL 35203

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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
| Common Stock | 03/21/2005 | ^ | G | 727 D \$ 0 | 194,118 | D | ^ |
| Common Stock | 03/22/2005 | ^ | G | 600 D \$ 0 | 193,518 | D | ^ |
| Common Stock | 04/27/2005 | ^ | G | 1,500 D \$ 0 | 192,018 | D | ^ |
| Common Stock | 04/27/2005 | ^ | G | 750 A \$ 0 | 8,450.3716 (1) | I | By Spouse as custodian |

| | | | | | | | | | |
|--------------|------------|---|---|-----|---|------|-------------------|---|--|
| Common Stock | 04/27/2005 | Â | G | 750 | A | \$ 0 | 8,450.3716 (1) | I | for daughter (2) By Spouse as custodian for daughter1 (2) |
| Common Stock | Â | Â | Â | Â | Â | Â | 1,793.4152 (3) | I | By 401(k) |
| Common Stock | Â | Â | Â | Â | Â | Â | 1,417 | I | By Spouse |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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. Price of Underlying Security (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MAYER W CHARLES III 1900 5TH AVENUE NORTH BIRMINGHAM, AL 35203 | Â | Â | Â Sr Executive Vice President | Â |

Signatures

By: Michelle Bridges - Attorney in Fact
02/03/2006

__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) Includes regular contributions of 305.2675 shares acquired in exempt transactions pursuant to the dividend reinvestment plan as of 12/31/05.
- (2) Reporting person disclaims beneficial ownership of these shares.
- (3) Reporting person's balance held in AmSouth Stock Fund of the AmSouth Thrift Plan as of 12/31/05.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.