

AMSOUTH BANCORPORATION
Form S-8
August 10, 2004

The Registrant requests that the Registration Statement become effective immediately upon
filing pursuant to Securities Act Rule 462.

As filed with the Securities and Exchange Commission on August 10, 2004

Registration No. 333-_____

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM S-8

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

AMSOUTH BANCORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation or organization)

6711
(Primary Standard Industrial
Classification Code Number)

63-0591257
(I.R.S. Employer
Identification No.)

AmSouth Center
1900 Fifth Avenue North
Birmingham, Alabama 35203

(205) 320-7151

(Address, including zip code, and telephone number, including area code,

of registrant's principal executive offices)

AmSouth Bancorporation 1996

Long Term Incentive Compensation Plan

(full title of the Plan)

T. KURT MILLER

Senior Vice President and General Counsel

AMSOUTH BANCORPORATION

1900 Fifth Avenue North

AmSouth Center, 10th Floor

Birmingham, Alabama 35203

(205) 801-0178

(Name, address, including zip code, and telephone number, including area code, of agent for service)

With a Copy to:

J. Michael Savage

Maynard, Cooper & Gale, P.C.

1901 Sixth Avenue North

Suite 2400

Birmingham, Alabama 35203

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Unit(1)	Proposed Maximum Aggregate Offering Price(1)	Amount of Registration Fee
Common Stock, \$1.00 par value (and associated Preferred Stock Purchase Rights)	15,000,000 shares	\$ 24.40 per share	\$ 366,000,000	\$ 46,372

(1) Estimated only for the purpose of calculating the registration fee. Such estimates have been calculated in accordance with Rule 457(h)(1) and (c) under the Securities Act of 1933 and are based upon the average of the high and low prices reported in the consolidated reporting system of the offered securities on August 4, 2004.

Pursuant to General Instruction E of Form S-8, the contents of AmSouth Bancorporation's Registration Statements on Form S-8 (333-05631 and 333-102586) are hereby incorporated by reference. In addition, the following information is included:

PART II

Item 6. Indemnification of Directors and Officers.

Section 145 of the Delaware General Corporation Law contains detailed provisions for indemnification of directors and officers of Delaware corporations against expenses, judgments, fines and settlements in connection with litigation.

The Registrant's Restated Certificate of Incorporation, as amended, and Directors' and Officers' Liability Insurance Policy provide for indemnification for the Registrant's directors and officers against certain liabilities.

Item 8. Exhibits

The following exhibits are filed as part of this Registration Statement:

- 3.1 Restated Certificate of Incorporation of AmSouth Bancorporation (incorporated by reference to the Registrant's Current Report on Form 8-K filed October 15, 1999, Exhibit 3.1).
- 3.2 Bylaws of AmSouth Bancorporation (incorporated by reference to the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2004, Exhibit 3.2).
- 4.1 Agreement and Addendum for Advances and Security Agreement with Blanket Floating Lien and Agreement for Advances, Specific Collateral Pledge and Security Agreement (incorporated by reference to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2000, Exhibit 4-a).
- 4.2 Addendum to Agreement for Advances and Security Agreement with Blanket Floating Lien (incorporated by reference to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2003, Exhibit 4.2).
- 4.3 Second Addendum to the Agreement for Advances and Security Agreement with Blanket Floating Lien (incorporated by reference to the Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2001, Exhibit 4)
- 4.4 Stockholder Protection Rights Agreement dated as of December 18, 1997, including as Exhibit A the forms of Rights Certificate and of Election to Exercise and as Exhibit B the form of Certificate of Designation and Terms of Series A Preferred Stock (incorporated by reference to the Registrant's Report on Form 8-K filed on December 18, 1997, Exhibit 4.1, filed with the Securities and Exchange Commission in Washington, D.C., SEC file no. 1-7476).
- 5 Opinion of Carl L. Gorday, Assistant General Counsel of Registrant.
- 15 Letter re Unaudited Interim Financial Information
- 23.1 Consent of Independent Registered Public Accounting Firm
- 23.2 Consent of Carl L. Gorday (included in Exhibit 5)
- 24 Powers of Attorney

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Birmingham, State of Alabama, as of the 10th day of August, 2004.

AMSOUTH BANCORPORATION

By: /s/ C. Dowd Ritter

C. Dowd Ritter

Chairman, President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated as of August 10, 2004.

Signature

Title

/s/ C. Dowd Ritter

Chairman of the Board, President, Chief Executive Officer and a Director

C. Dowd Ritter

(Principal Executive Officer)

/s/ Beth E. Mooney

Senior Executive Vice President

Beth E. Mooney

and Chief Financial Officer

(Principal Financial Officer and Principal Accounting Officer)

*

A Director

Earnest W. Deavenport, Jr.

*

A Director

Martha R. Ingram

*

A Director

Ronald L. Kuehn, Jr.

*

A Director

James R. Malone

*

A Director

Charles D. McCrary

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Signature

Title

*

A Director

Claude B. Nielsen

*

A Director

Cleophus Thomas, Jr.

* Carl L. Gorday, by signing his name hereto, does sign this document on behalf of each of the persons indicated above pursuant to powers of attorney executed by such persons and filed with the Securities and Exchange Commission.

By: /s/ Carl L. Gorday

Carl L. Gorday

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