

MOONEY BETH E

Form 4

November 15, 2004

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
MOONEY BETH E

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

1900 5TH AVENUE NORTH

(Street)

BIRMINGHAM, AL 35203

3. Date of Earliest Transaction
(Month/Day/Year)
11/12/2004

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

Chief Financial Officer

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 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	11/12/2004		M		65,000	A	\$ 17.02
					169,914.5687	D	
Common Stock	11/12/2004		S		24,800	D	\$ 26.5
					145,114.5687	D	
Common Stock	11/12/2004		S		3,700	D	\$ 26.51
					141,414.5687	D	
Common Stock	11/12/2004		S		5,700	D	\$ 26.52
					135,714.5687	D	
Common Stock	11/12/2004		S		4,000	D	\$ 26.53
					131,714.5687	D	
	11/12/2004		S		700	D	
					131,014.5687	D	

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Common Stock						\$ 26.55			
Common Stock	11/12/2004		S	2,800	D	\$ 26.56	128,214.5687	D	
Common Stock	11/12/2004		S	1,700	D	\$ 26.57	126,514.5687	D	
Common Stock	11/12/2004		S	5,100	D	\$ 26.58	121,414.5687	D	
Common Stock	11/12/2004		S	4,900	D	\$ 26.59	116,514.5687	D	
Common Stock	11/12/2004		S	7,200	D	\$ 26.6	109,314.5687	D	
Common Stock	11/12/2004		S	2,500	D	\$ 26.61	106,814.5687	D	
Common Stock	11/12/2004		S	1,000	D	\$ 26.62	105,814.5687	D	
Common Stock	11/12/2004		S	900	D	\$ 26.63 ⁽¹⁾	104,914.5687	D	
Common Stock							970.4028 ⁽²⁾	I	By 401(k)

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 17.02	11/12/2004		M		65,000		01/31/2002	01/30/2011	Common Stock	65,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MOONEY BETH E 1900 5TH AVENUE NORTH BIRMINGHAM, AL 35203			Chief Financial Officer	

Signatures

By: Michelle Bridges - Attorney
in Fact 11/15/2004

__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).
- (1) Includes regular contributions of 383.9017 shares acquired in an exempt transaction pursuant to the dividend reinvestment plan as of 10/1/04.
- (2) Between February 2004 and October 2004, reporting person acquired 113.3104 shares of regular contributions in the AmSouth Stock Fund of the AmSouth Thrift Plan.

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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