

MOONEY BETH E
Form 4
November 15, 2004

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 *
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)

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

____ Director
 Officer (give title below) _____ 10% Owner
_____ Other (specify below)
Chief Financial Officer

BIRMINGHAM, AL 35203

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

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

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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 | 104,914.5687 (1) | 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. 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.