

TORCHMARK CORP
Form 4
February 23, 2017

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 *
SMITH ROGER C

(Last) (First) (Middle)

AMERICAN INCOME LIFE
INSURANCE COMPANY, 3700
SOUTH STONEBRIDGE DRIVE

(Street)

MCKINNEY, TX 75070

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/21/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
___ Officer (give title ___X___ Other (specify below) below)
Exec. Officer of Principal Sub

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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)			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 or Price				
Common Stock	02/21/2017		F			329 ⁽⁴⁾	D	\$ 77.26	27,863	D
Common Stock	02/21/2017		A			12,788	A	\$ 0	40,651	D
Common Stock	02/21/2017		F			4,966 ⁽⁵⁾	D	\$ 77.26	35,685	D
Common Stock	02/22/2017		M			22,500	A	\$ 29.5912	58,185	D
Common Stock	02/22/2017		S			22,500	D	\$ 77.2852	35,685	D

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(3)

Common Stock	2,738 ⁽¹⁾	I	Thrift Plan Trust
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Employee Stock Options (Right to Buy)	\$ 77.26	02/21/2017		A	115,000	⁽²⁾ 02/21/2024	Common Stock
Employee Stock Options (Right to Buy)	\$ 29.5912	02/22/2017		M	22,500	04/28/2014 04/28/2018	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SMITH ROGER C AMERICAN INCOME LIFE INSURANCE COMPANY 3700 SOUTH STONEBRIDGE DRIVE MCKINNEY, TX 75070				Exec. Officer of Principal Sub

Signatures

Roger C. Smith, By: /s/Carol A. McCoy, Attorney-in-fact 02/23/2017

**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) Shares in unitized fund in employee benefit plan - estimated conversion of \$ balance to shares using \$77.26 per share.

(2) First exercisable as to 50% of shares 2-21-19 and as to remaining 50% of shares 2-21-20.

(3) sales at prices ranging from \$77.16 per share to \$77.47 per share.

(4) Shares surrendered in payment of withholding taxes upon vesting of restricted stock.

(5) Shares surrendered in payment of withholding taxes upon issuance of performance shares.

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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