

TORCHMARK CORP
 Form 4/A
 December 03, 2004

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
WILLIAMS GLENN D

(Last) (First) (Middle)

**GLOBE LIFE AND ACCIDENT
 INS. COMPANY, 204 NORTH
 ROBINSON**

(Street)

OKLAHOMA CITY, OK 73102

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
04/27/2004

4. If Amendment, Date Original Filed(Month/Day/Year)
04/29/2004

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 ___ Officer (give title below) ___X___ Other (specify below)
 EVP of Principal Subsidiary

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) (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 Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|-------------------|
| | | | | (A) or (D) | | | | |
| | | | Code | V | Amount | Price | | |
| Common Stock | 04/27/2004 | | M | | 10,000 | \$ 27.8125 | 26,928 | D |
| Common Stock | 04/27/2004 | | M | | 18,000 | \$ 37.375 | 44,928 | D |
| Common Stock | 04/27/2004 | | S | | 28,000 | \$ 51.7436 | 16,928 | D |
| Common Stock | | | | | | | 1,828 ⁽¹⁾ ⁽²⁾ | I |
| | | | | | | | | Thrift Plan Trust |

Edgar Filing: TORCHMARK CORP - Form 4/A

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.

SEC 1474
(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) | \$ 27.8125 | 04/27/2004 | | M | 10,000 | 12/21/2002 | 12/23/2009 | Common Stock | 10,000 |
| Employee Stock Option (Right to Buy) | \$ 37.375 | 04/27/2004 | | M | 18,000 | 12/20/2003 | 12/22/2010 | Common Stock | 18,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-----------------------------|
| | Director | 10% Owner | Officer | Other |
| WILLIAMS GLENN D GLOBE LIFE AND ACCIDENT INS. COMPANY 204 NORTH ROBINSON OKLAHOMA CITY, OK 73102 | | | | EVP of Principal Subsidiary |

Signatures

Glenn D. Williams, /s/Carol A. McCoy,
Attorney-in-fact

12/03/2004

**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) Shares in unitized fund in employee benefit plan - estimated conversion of \$ balance to shares using \$51.60 per share.

(2) Amendment filed to correct calculation error in estimate conversion of \$ balance to shares from unitized fund in employee benefit 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.