

MCANDREW MARK S
Form 4
August 07, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
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 *
MCANDREW MARK S

(Last) (First) (Middle)

UNITED AMERICAN
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)
08/03/2012

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 below) Other (specify below)
Executive Chairman

6. Individual or Joint/Group Filing(Check Applicable Line)
 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)	Price		
				Code	V	Amount	
Common Stock	08/03/2012		M	A	\$ 56,250	202,171	D
Common Stock	08/03/2012		S	D	\$ 51.1547 (1) (2)	145,921	D
Common Stock						12,813 (3)	I Thrift Plan Trust
Common Stock	08/03/2012		M	A	\$ 24.96	38,512 (4)	I Constructive Trust for Former

Common Stock	08/03/2012		M	56,250	A	\$ 36.9867	94,762	I	Spouse Constructive Trust for Former Spouse
Common Stock	08/03/2012		S	93,750	D	\$ 51.1547 <u>(1) (2)</u>	1,012	I	Constructive Trust for Former Spouse

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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 36.9867	08/03/2012		M	56,250	12/13/2008 12/13/2012	Common Stock	56	
Employee Stock Option (Right to Buy)	\$ 24.96	08/03/2012		M	37,500	12/16/2005 12/18/2012	Common Stock	37	
Employee Stock Option (Right to Buy)	\$ 36.9867	08/03/2012		M	56,250	12/13/2008 12/13/2012	Common Stock	56	

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

Edgar Filing: MCANDREW MARK S - Form 4

	Director	10% Owner	Officer	Other
MCANDREW MARK S UNITED AMERICAN INSURANCE COMPANY 3700 SOUTH STONEBRIDGE DRIVE MCKINNEY, TX 75070	X		Executive Chairman	

Signatures

Mark S. McAndrew, By:/s/Carol A. McCoy,
Attorney-in-fact

08/07/2012

__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) Sales at prices ranging from \$50.92 per share to \$51.48 per share.
- (2) Reporting person will provide full information regarding the number of shares sold at each separate price upon request by the SEC staff, the issuer or any security holder of the issuer.
- (3) Shares in unitized fund in employee benefit plan - estimated conversion of \$ balance to shares using \$51.37 per share.
- (4) Pursuant to divorce decree and accompanying qualified domestic relations orders, 1684 shares transferred to former spouse upon expiration of restriction of such shares prior to option exercise.

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.