

AMSOUTH BANCORPORATION  
Form 8-K  
February 11, 2005

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

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**FORM 8-K**

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**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of earliest event reported):**

February 8, 2005

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**AMSOUTH BANCORPORATION**

(Exact name of registrant as specified in its charter)

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**DELAWARE**  
(State or other jurisdiction  
of incorporation)

**1-7476**  
(Commission File Number)

**63-0591257**  
(IRS Employer  
Identification No.)

**AMSOUTH CENTER**

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1900 FIFTH AVENUE NORTH

BIRMINGHAM, ALABAMA 35203

(Address, including zip code, of principal executive office)

Registrant's telephone number, including area code: (205) 320-7151

Not applicable

(Former name or former address, if changed since last report.)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communication pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 1.01 Entry into a Material Definitive Agreement.

On February 8, 2005, the Human Resources Committee (the Committee ) of AmSouth Bancorporation (the Company ) granted performance units and stock options pursuant to the Company's 1996 Long Term Incentive Compensation Plan (the Plan ) to the Chief Executive Officer and the next four most highly compensated executive officers of the Company. A copy of the Plan is attached as Exhibit 10.2 to the Company's Report on Form 10-Q for the quarter ending September 30, 2004, filed with the Securities and Exchange Commission. A copy of the forms of Performance Unit Grant Agreement and Stock Option Grant Agreement are included with this current report on Form 8-K as Exhibits 10.1 and 10.2.

Item 9.01 Financial Statements and Exhibits.

10.1 Form of Performance Unit Grant Agreement

10.2 Form of Stock Option Grant Agreement

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**AMSOUTH BANCORPORATION**

By:           /s/ Carl L. Gorday          

Name: Carl L. Gorday  
Title: Assistant Secretary

Date: February 11, 2005