

AMSOUTH BANCORPORATION
Form S-8
April 27, 2006

The Registrant requests that the Registration Statement become effective immediately upon
filing pursuant to Securities Act Rule 462.

As filed with the Securities and Exchange Commission on April 27, 2006

Registration No. 333- _____

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM S-8

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

AMSOUTH BANCORPORATION

(Exact name of registrant as specified in its charter)

Delaware
*(State or other jurisdiction
of incorporation or organization)*

6711
*(Primary Standard Industrial
Classification Code Number)*
AmSouth Center

63-0591257
*(I.R.S. Employer
Identification No.)*

1900 Fifth Avenue North
Birmingham, Alabama 35203
(205) 320-7151

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

AmSouth Bancorporation

2006 Long Term Incentive Compensation Plan

(full title of the Plan)

JOHN D. BUCHANAN
General Counsel
AMSOUTH BANCORPORATION

1900 Fifth Avenue North
AmSouth Center, 10th Floor
Birmingham, Alabama 35203

(205) 320-7151

(Name, address, including zip code, and telephone number, including area code, of agent for service)

With a Copy to:

J. Michael Savage

Maynard, Cooper & Gale, P.C.

1901 Sixth Avenue North

Suite 2400

Birmingham, Alabama 35203

CALCULATION OF REGISTRATION FEE

	Amount to be	Proposed	Proposed	
	Registered	Maximum	Maximum	
Title of Each Class of Securities to be Registered	Registered	Offering Price	Aggregate	Amount of
Common Stock, \$1.00 par value (and associated Preferred Stock Purchase Rights)(1)	23,000,000 shares	Per Unit(2) \$28.31 per share	Offering Price(2) \$651,130,000	Registration Fee \$69,671

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- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended, this Registration Statement shall cover any additional shares of the Registrant's common stock which become issuable under the AmSouth Bancorporation 2006 Long Term Incentive Compensation Plan as a result of future stock splits, stock dividends or similar transactions.
- (2) Estimated only for the purpose of calculating the registration fee. Such estimates have been calculated in accordance with Rule 457(h)(1) and (c) under the Securities Act of 1933 and are based upon the average of the high and low prices reported in the consolidated reporting system of the offered securities on April 24, 2006.
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PART II

Item 3. Incorporation of Documents by Reference.

The following documents filed by the Registrant with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Exchange Act of 1934, as amended (the "Exchange Act"), are incorporated into this Registration Statement by reference:

1. The Registrant's Annual Report on Form 10-K for the year ended December 31, 2005.
2. All other reports of the Registrant filed pursuant to Section 13(a) or 15(d) of the Exchange Act since December 31, 2005 (other than Current Reports on Form 8-K furnished to the Commission pursuant to Item 2.02 of Form 8-K).
3. The description of the Registrant's shares of Common Stock, par value \$1.00 per share (the "Common Stock"), contained in the Registration Statement filed by the Registrant to register such securities under the Securities Exchange Act of 1934, including all amendments and reports filed for the purpose of updating such description prior to the termination of the offering of the Common Stock offered hereby.

All documents filed by the Registrant pursuant to Section 13(a), 13(c), 14 and 15(d) of the Exchange Act (other than Current Reports on Form 8-K furnished to the Commission pursuant to Item 2.02 of Form 8-K) after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered hereby have been issued or which deregisters all securities then remaining unissued, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing such documents.

Any statement contained herein, or in a document all or a portion of which is incorporated or deemed to be incorporated by reference herein, shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 4. Description of Securities.

Not Applicable.

Item 5. Interests of Named Experts and Counsel.

An opinion as to the legality of the securities being registered is being provided by Carl L. Gorday, Assistant General Counsel to the Registrant. Mr. Gorday has interests in the Registrant's Common Stock in an amount that is less than one-tenth of one percent of the outstanding shares of the Registrant's Common Stock.

Item 6. Indemnification of Directors and Officers.

Section 145 of the Delaware General Corporation Law contains detailed provisions for indemnification of directors and officers of Delaware corporations against expenses, judgments, fines and settlements in connection with litigation.

The Registrant's Restated Certificate of Incorporation, as amended, and Directors' and Officers' Liability Insurance Policy provide for indemnification for the Registrant's directors and officers against certain liabilities.

The Registrant has entered into indemnification agreements with each of its Directors. In general, the indemnification agreements provide that the Registrant will, to the extent permitted by applicable law, indemnify each indemnitee against all costs, expenses, judgments, fines, penalties and other amounts actually and reasonably incurred in connection with the defense or settlement of any criminal, civil, administrative or investigative action brought against the indemnitee or in which he or she otherwise becomes involved by reason of his or her relationship with the Registrant. The agreements provide for indemnification rights regarding third party claims and

proceedings brought by or in the right of the Registrant. In addition, the indemnification agreements provide for the advancement of expenses incurred by the indemnitee in connection with any proceeding covered by the agreement to the fullest extent permitted by Delaware law. The indemnification agreements do not exclude any other rights to indemnification or advancement of expenses to which the indemnitee may be entitled, including any rights arising under the Certificate of Incorporation or Bylaws of the Registrant, or the Delaware General Corporation Law.

Item 7. Exemption from Registration Claimed.

Not Applicable.

Item 8. Exhibits

The following exhibits are filed as part of this Registration Statement:

- 3.1 Restated Certificate of Incorporation of AmSouth Bancorporation (incorporated by reference to the Registrant's Current Report on Form 8-K filed October 15, 1999, Exhibit 3.1).
- 3.2 Bylaws of AmSouth Bancorporation (incorporated by reference to the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2004, Exhibit 3.2).
- 4.1 Stockholder Protection Rights Agreement dated as of December 18, 1997, including as Exhibit A the forms of Rights Certificate and of Election to Exercise and as Exhibit B the form of Certificate of Designation and Terms of Series A Preferred Stock (incorporated by reference to the Registrant's Report on Form 8-K filed on December 18, 1997, Exhibit 4.1 filed with the Securities and Exchange Commission in Washington, D.C., SEC file no. 1-7476).
- 5 Opinion of Carl L. Gorday, Assistant General Counsel of Registrant
- 23.1 Consent of Independent Registered Public Accounting Firm
- 23.2 Consent of Carl L. Gorday (included in Exhibit 5)
- 24 Powers of Attorney

Item 9. Undertakings.

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement;

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represents a fundamental change in the information set forth in the Registration Statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

Provided, however, that paragraphs (1)(i) and (1)(ii) do not apply if the Registration Statement is on Form S-3 or Form S-8 and the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by the Registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the Registrant's annual report pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the Registration Statement shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at the time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the act and is, therefore, unenforceable. The Registrant hereby undertakes that in the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Birmingham, State of Alabama, as of the 27th day of April, 2006.

AMSOUTH BANCORPORATION

By: /s/ C. Dowd Ritter
C. Dowd Ritter
Chairman, President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated as of April 27, 2006.

<u>Signature</u>	<u>Title</u>
/s/ C. Dowd Ritter	Chairman of the Board, President,
C. Dowd Ritter	Chief Executive Officer and a Director (Principal Executive Officer)
/s/ Alton E. Yother	Executive Vice President,
Alton E. Yother	Chief Accounting Officer and Controller (Principal Financial Officer and Principal Accounting Officer)
*	A Director
David J. Cooper, Sr.	
*	A Director
Earnest W. Deavenport, Jr.	
*	A Director
Don DeFosset	
*	A Director
Martha R. Ingram	
*	A Director
Ronald L. Kuehn, Jr.	
*	A Director
James R. Malone	

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Signature

Title

*

A Director

Charles D. McCrary

*

A Director

Claude B. Nielsen

* John D. Buchanan, by signing his name hereto, does sign this document on behalf of each of the persons indicated above pursuant to powers of attorney executed by such persons and filed with the Securities and Exchange Commission.

By: /s/ John D. Buchanan
John D. Buchanan