

MCANDREW MARK S
Form 4
November 08, 2011

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)
11/07/2011

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)
Chief Executive Officer

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) Code V Amount (D) Price			
Common Stock					145,921 ⁽¹⁾	D	
Common Stock					12,169 ⁽²⁾	I	Thrift Plan Trust
Common Stock	11/07/2011		M	80,000 A \$ 36.5134	82,697 ⁽³⁾	I	Constructive Trust for Former Spouse
Common Stock	11/07/2011		S	80,000 D \$ 42.0796	2,697	I	Constructive Trust for

(4) (5)

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 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)	\$ 36.51	11/07/2011		M	80,000	11/04/2005	05/04/2012	Common Stock	80,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCANDREW MARK S UNITED AMERICAN INSURANCE COMPANY 3700 SOUTH STONEBRIDGE DRIVE MCKINNEY, TX 75070	X		Chief Executive Officer	

Signatures

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

11/08/2011

__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) On July 1, 2011, the common stock of Torchmark Corporation split 3-for-2, resulting in reporting person's ownership of 48,640 additional common shares.

Edgar Filing: MCANDREW MARK S - Form 4

- (2) Shares in unitized fund in employee benefit plan - estimated conversion of transferred \$ balance to shares using \$42.21 per share (adjusted for 3-for-2 stock split).
- (3) On July 1, 2011, the common stock of Torchmark Corporation split 3-for-2, resulting in 899 additional common shares being held as constructive trustee for former spouse, pursuant to divorce decree and accompanying qualified domestic relations orders.
- (4) Sales at prices ranging from \$41.90 per share to \$42.21 per share.
- (5) 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.

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.