

FIRST HORIZON NATIONAL CORP
Form 4
March 13, 2014

FORM 4

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

OMB APPROVAL

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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 *
Losch William C III

2. Issuer Name and Ticker or Trading Symbol
FIRST HORIZON NATIONAL CORP [FHN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
165 MADISON AVENUE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/11/2014

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP and CFO

MEMPHIS, TN 38103

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock | 03/11/2014 | | A | | 15,948 (1) \$ 0 | D | |
| Common Stock | 03/11/2014 | | F | | 4,362 (2) \$ 12.22 | D | |
| Common Stock | 03/12/2014 | | S | | 300 (3) \$ 12.06 | D | |
| Common Stock | 03/12/2014 | | S | | 2,600 (3) \$ 12.062 | D | |
| Common Stock | 03/12/2014 | | S | | 3,900 (3) \$ 12.065 | D | |

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| | | | | | | | | |
|--------------|------------|---|----------------------|---|-----------|----------------------|---|-------------|
| Common Stock | 03/12/2014 | S | 100 ⁽³⁾ | D | \$ 12.069 | 163,381 | D | |
| Common Stock | 03/12/2014 | S | 450 ⁽³⁾ | D | \$ 12.07 | 162,931 | D | |
| Common Stock | 03/12/2014 | S | 100 ⁽³⁾ | D | \$ 12.074 | 162,831 | D | |
| Common Stock | 03/12/2014 | S | 2,300 ⁽³⁾ | D | \$ 12.075 | 160,531 | D | |
| Common Stock | 03/12/2014 | S | 100 ⁽³⁾ | D | \$ 12.078 | 160,431 | D | |
| Common Stock | 03/12/2014 | S | 1,600 ⁽³⁾ | D | \$ 12.08 | 158,831 | D | |
| Common Stock | 03/12/2014 | S | 100 ⁽³⁾ | D | \$ 12.091 | 158,731 | D | |
| Common Stock | | | | | | 3,858 ⁽⁴⁾ | I | 401(k) Plan |

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.

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(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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |

Losch William C III
165 MADISON AVENUE
MEMPHIS, TN 38103

EVP and CFO

Signatures

/s/ John A. Niemoeller,
attorney-in-fact

03/13/2014

__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) Performance stock units granted 02/11/11. On 03/11/14, the Compensation Committee determined that certain performance criteria had been achieved.
- (2) Reflects mandatory withholding of shares to pay required withholding taxes associated with vesting of performance stock unit award granted previously
- (3) Sale of shares intended to cover tax obligations associated with award payments in 2014 to date, to the extent actual taxes are expected to exceed taxes required to be withheld in normal payroll processes.
- (4) End-of-period total may not include adjustment reflecting recent exempt transactions under Issuer's 401(k) Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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