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FIRST HORIZON NATIONAL CORP

Form S-8

April 25, 2005

As filed with the Securities and Exchange Commission on April 25, 2005

Registration No. 333-_____

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

FIRST HORIZON NATIONAL CORPORATION
(Exact name of registrant as specified in its charter)

| | |
|---|---|
| TENNESSEE | 62-0803242 |
| (State or other jurisdiction of incorporation or organization) | (I.R.S. Employer Identification No.) |

165 Madison Avenue
Memphis, Tennessee 38103
(901) 523-4444

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

FTN Financial Deferred Compensation Plan
(Full title of plan)

Harry A. Johnson, III
Executive Vice President and
General Counsel
First Horizon National Corporation
165 Madison Avenue
Memphis, Tennessee 38103
(901) 523-5624
(Name, address, including zip code,
and telephone number, including area
code, of agent for service)

With a copy to:

Clyde A. Billings, Jr.
Senior Vice President, Assistant
General Counsel and
Corporate Secretary
First Horizon National Corporation
165 Madison Avenue
Memphis, TN 38103
(901) 523-5679

CALCULATION OF REGISTRATION FEE

| Title of Securities To be Registered | Amount to be Registered | Proposed Maximum Price per Share (1) | Proposed Maximum Aggregate Offering Price (1) | Amount of Registration Fee (1) |
|--------------------------------------|-------------------------|--------------------------------------|---|--------------------------------|
| Deferred Compensation Obligations | \$125,000,000 | 100% | \$125,000,000 | \$14,712.50 |

(1) Estimated solely for the purpose of calculating the registration fee.

Note on Filing History

On December 1, 2003, First Horizon National Corporation ("FHNC" or the "Registrant") filed a registration statement on Form S-8 (File No. 333-110845), registering \$50,000,000 of deferred compensation obligations to be offered under

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the FTN Financial Deferred Compensation Plan (the "Plan"). Registrant is filing this registration statement to register an additional \$125,000,000 of deferred compensation obligations under the Plan.

PART I

The Section 10(a) prospectus relating to the Plan is omitted from this Registration Statement pursuant to the Note to Part I of Form S-8.

PART II INFORMATION REQUIRED IN REGISTRATION STATEMENT

As permitted by Instruction E to Form S-8, the contents of Registrant's registration statement on Form S-8 (File No. 333-110845), which was filed December 1, 2003, covering deferred compensation obligations to be offered under the Plan, as updated below, are incorporated herein by reference. In addition to the foregoing, the following information is also included in this registration statement:

Item 5. Interests of Named Experts and Counsel

The validity of the deferred compensation obligations of First Horizon National Corporation ("FHNC" or the "Registrant") to be issued pursuant to the Plan has been passed upon by Clyde A. Billings, Jr., Senior Vice President, Assistant General Counsel and Corporate Secretary of FHNC. On April 1, 2005, the number of shares, including options, beneficially owned by Mr. Billings was approximately 47,934 shares, and the amount of deferred compensation owed to Mr. Billings by FHNC (under a separate plan) was approximately \$23,000.

Item 8. Exhibits

All Exhibits are listed in the Exhibit Index at the end of this Part II.

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 fact 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;

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- (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 (a)(1)(i) and (a)(1)(ii) do not apply if the registration statement is on Form S-3 or Form S-8, and the

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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 Section 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 that 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. 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.

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SIGNATURES

The Registrant. Pursuant to the requirements of the Securities Act of 1933, 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 Memphis and State of Tennessee, on April 25, 2005.

FIRST HORIZON NATIONAL CORPORATION

By: /s/Marlin L. Mosby, III

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Marlin L. Mosby, III
Executive Vice President and
Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the date indicated.

| Signature | Title | Date |
|---|---|----------------|
| J. Kenneth Glass* J. Kenneth Glass | Chairman of the Board, President, Chief Executive Officer and a Director (principal executive officer) | April 25, 2005 |
| Marlin L. Mosby, III* Marlin L. Mosby, III | Executive Vice President and Chief Financial Officer (principal financial officer) | April 25, 2005 |
| James F. Keen* James F. Keen | Executive Vice President and Corporate Controller (principal accounting officer) | April 25, 2005 |
| Robert C. Blattberg* Robert C. Blattberg | Director | April 25, 2005 |
| Simon F. Cooper* Simon F. Cooper | Director | April 25, 2005 |
| James A. Haslam, III* James A. Haslam, III | Director | April 25, 2005 |
| R. Brad Martin* R. Brad Martin | Director | April 25, 2005 |
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| Vicki R. Palmer* Vicki R. Palmer | Director | April 25, 2005 |
| Michael D. Rose* Michael D. Rose | Director | April 25, 2005 |
| Mary F. Sammons* Mary F. Sammons | Director | April 25, 2005 |
| William B. Sansom* William B. Sansom | Director | April 25, 2005 |
| Jonathan P. Ward* Jonathan P. Ward | Director | April 25, 2005 |
| Luke Yancy III* Luke Yancy III | Director | April 25, 2005 |

*By: /s/Clyde A. Billings, Jr.

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Clyde A. Billings, Jr.
Attorney-in-Fact
April 25, 2005

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EXHIBIT INDEX

Exhibit 4.1

Amended and Restated Charter of the Corporation, incorporated herein by reference to Exhibit 3(i) to the Corporation's Quarterly Report on Form 10-Q for the quarter ended 3-31-04.

Exhibit 4.2

Bylaws of the Corporation, as amended and restated as of 1-18-05, incorporated herein by reference to Exhibit 3.2 to the Corporation's Annual Report on Form 10-K for the year ended December 31, 2004.

Exhibit 4.3

FTN Financial Deferred Compensation Plan, incorporated herein by reference to Exhibit 4.3 to the Corporation's registration statement on Form S-8, Reg. No. 333-110845, filed December 1, 2003.

Exhibit 5.1

Opinion and consent of Clyde A. Billings, Jr. concerning the legality of the securities being registered hereunder.

Exhibit 23.1

Consent of Independent Accountants.

Exhibit 24.1

Power of Attorney executed by certain directors and officers of the Registrant.

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