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FIRST TENNESSEE NATIONAL CORP

Form 8-K

March 30, 2004

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

FORM 8-K

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

March 24, 2004

Date of report (Date of earliest event reported)

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

| | | |
|--|--------------------------------------|---|
| Tennessee | 000-4491 | 62-0803242 |
| ----- (State or Other Jurisdiction of Incorporation) | ----- (Commission File Number) | ----- (IRS Employer Identification No.) |
| 165 Madison Avenue Memphis, Tennessee | | 38103 |
| ----- (Address of principal executive offices) | | ----- (Zip code) |

Registrant's telephone number including area code: (901) 523-4444

N/A

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

Item 5. Other Event.

On March 29, 2004, First Tennessee Capital II, a Delaware statutory trust (the "Trust"), the Common Securities of which are owned by the Registrant, issued 200,000 of its 6.30% Capital Securities, Series B (the "Capital Securities"), which represent beneficial interests in the assets of the Trust, in a public offering registered under the Securities Act of 1933, under Registration Statement No. 333-17457-02. The sole asset of the Trust is \$206,186,000 in aggregate principal amount of the 6.30% Junior Subordinated Deferrable Interest Debentures, Series B, of the Registrant, also issued on March 29, 2004. In addition, pursuant to the Guarantee Agreement referred to below, and to the extent set forth therein, the Registrant has guaranteed the obligations of the Trust under the Capital Securities.

Item 7. Financial Statements, Pro Forma Financial Information and Exhibits.

(c) Exhibits

The following exhibits are filed herewith:

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| Exhibit Number | Description |
|----------------|--|
| 1 | Underwriting Agreement, dated March 24, 2004, among First Tennessee National Corporation, First Tennessee Capital II and FTN Financial Securities Corp. |
| 4.1 | Certificate Representing the 6.30% Junior Subordinated Deferrable Interest Debentures, Series B, of First Tennessee National Corporation. |
| 4.2 | Amended and Restated Trust Agreement, dated as of March 29, 2004, of First Tennessee Capital II, among First Tennessee National Corporation, as Depositor, The Bank of New York, as Property Trustee, The Bank of New York (Delaware), as Delaware Trustee, and the Administrative Trustees named therein. |
| 4.3 | Certificate Representing the 6.30% Capital Securities, Series B, of First Tennessee Capital II. |
| 4.4 | Guarantee Agreement, dated as of March 29, 2004, between First Tennessee National Corporation, as Guarantor, and The Bank of New York, as Trustee. |

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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.

FIRST TENNESSEE NATIONAL CORPORATION

By: /s/ Marlin L. Mosby, III

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

DATED: March 30, 2004

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EXHIBIT INDEX

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STATEMENT OF DIFFERENCES

The section symbol shall be expressed as.....'SS'