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AEROSONIC CORP /DE/
Form SC 13D
March 17, 2006

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

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 1)*

Aerosonic Corporation

(Name of Issuer)

Common Stock, \$0.40 Par Value

(Title of Class of Securities)

008015307

(CUSIP Number)

Forest W. Whatley, Jr.
First Commercial Bank
800 Shades Creek Parkway
Birmingham, Alabama 35209
(205) 868-4888

With a Copy To:

T. Kurt Miller, Esq.
Johnston Barton Proctor &
Powell LLP
2900 AmSouth/Harbert Plaza
1901 6th Avenue North
Birmingham, Alabama 35203
(205) 458-9400
(205) 458-9500

(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications)

March 17, 2006

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of ss.ss.240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following. __

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See ss. 240.13d-7 for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

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The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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.

1 NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

First Commercial Bank (IRS Identification Number 63-0903880)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) ☐

(b) ☐

3 SEC USE ONLY

4 SOURCE OF FUNDS*

See Item 3 below

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

☐

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Alabama

7 SOLE VOTING POWER

NUMBER OF

0

SHARES

BENEFICIALLY

8 SHARED VOTING POWER

OWNED BY

0

EACH

9 SOLE DISPOSITIVE POWER

REPORTING

0

PERSON

10 SHARED DISPOSITIVE POWER

WITH

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0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

☐

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0%

14 TYPE OF REPORTING PERSON*

BK

*SEE INSTRUCTIONS BEFORE FILLING OUT!

Item 1: The statement on Schedule 13D dated July 21, 2004, filed by First Commercial Bank, an Alabama state-chartered bank (the "Bank"), is amended as follows to reflect dispositions by the Bank of all of the Bank's shares of the common stock, par value \$0.40 per share of Aerosonic Corporation, a Delaware corporation ("Aerosonic"), which has its principal executive offices at 1212 North Hercules Avenue, Clearwater, Florida 33765.

Item 2: Schedule A of Item 2 is hereby amended and restated in its entirety (See Schedule A, attached)

Item 3: Item 3 is hereby amended and restated in its entirety as follows:

On July 21, 2004, the Bank filed a Schedule 13D reporting that it had acquired by exercise of its rights as a secured lender 1,096,572 shares, or 28%, of Aerosonic common stock.

As of the date of this filing, the Bank's beneficial ownership of Aerosonic has been reduced to 0 shares, or 0%, of Aerosonic common stock pursuant to two separate private sales by the Bank. Pursuant to these private sales, the Bank sold all of its shares of Aerosonic common stock to the following purchasers at the share prices noted below:

Purchaser -----	Shares -----	Price -----
Aerosonic Corporation	365,524	\$6.75
Athena Capital Management, Inc.	160,000	\$6.30
Hillson Partners LLLP	263,000	\$6.30
E & B Family Trust	12,000	\$6.30
Minerva Group	166,048	\$6.30
Oak Forest Investment Management	65,000	\$6.30
Wilten Management Company, Inc.	65,000	\$6.30

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Item 4: Not applicable. See Item 3.

Item 5: Item 5 is hereby amended and restated in its entirety as follows:

(a) (i) Amount beneficially owned: 0

(ii) Percent of class: 0

(b) Number of shares as to which the person has:

(i) sole power to vote or to direct the vote: 0

(ii) shared power to vote or to direct the vote: 0

(iii) sole power to dispose or to direct the disposition of: 0

(iv) shared power to dispose or to direct the disposition of: See Item 10
on Cover Pages.

(c) See Item 3.

(d) Not applicable

(e) March 17, 2006

Item 6: Not applicable.

Item 7: Not applicable.

Signature

After reasonable inquiry and to the best of my knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated as of March 17, 2006.

FIRST COMMERCIAL BANK

By: /s/ Forest W. Whatley, Jr.

Forest W. Whatley, Jr.
Executive Vice President

SCHEDULE A

FIRST COMMERCIAL BANK

BOARD OF DIRECTORS

Richard E. Anthony:
Chief Executive Officer and President
Synovus Financial Corp.
Post Office Box 11746
Birmingham, Alabama 35202

Dr. Leon Ashford
Managing Partner
Hare Wynn Newell & Newton
2025 Third Avenue North
8th Floor - Massey Building
Birmingham, Alabama 35203

Nelson S. Bean
President and CEO
First Commercial Bank
800 Shades Creek Parkway
Birmingham, Alabama 35209

F. Dixon Brooke, Jr.
President and CEO
EBSCO Industries
Post Office Box 1943
Birmingham, Alabama 35201

John B. Davis
President
Davis Development Company
P.O. Box 1375 Point
Clear, Alabama 36564

Elbert A. Drummond
Vice Chairman of the Board
The Drummond Company
Post Office Box 1549
Jasper, Alabama 35502

Alan Z. Engel
Partner
Crowne Partners, Inc.
1015 Financial Center
505 North 20th Street
Birmingham, Alabama 3523

T. Michael Goodrich
President

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BE&K
Post Office Box 2332
Birmingham, Alabama 35201

M. James Gorrie
President
Brasfield & Gorrie, LLC
Post Office Box 10383
Birmingham, Alabama 35202

James P. Hayes, Jr.
President
Economic Development Partnership of Alabama
600 Luckie Drive, Suite 305
Birmingham, Alabama 35223

Benny M. LaRussa, Jr.
President
Sterling Capital Management
Post Office Box 530441
Birmingham, Alabama 35253

Ronald J. Moore
President
Moore Oil Company, Inc.
1800 Center Point Road
Birmingham, Alabama 35215

Alex W. Newton
Partner
Hare, Wynn, Newell & Newton
2025 Third Avenue North
8th Floor - Massey Building
Birmingham, Alabama 35203

John T. Oliver, Jr.
Chairman
First National Bank of Jasper
Post Office Box 581
Birmingham, Alabama 35502

Michael D. Thompson
President and CEO
Thompson Tractor Company
Post Office Box 10367
Birmingham, Alabama 35202

Larry D. Thornton
President
Thornton Enterprises, Inc.
South Point Executive Center
Suite 101
2120 Sixteenth Avenue South
Birmingham, Alabama 35305

Gail A. Trechsel
Director
Birmingham Museum of Art

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2000 Eighth Avenue North
Birmingham, Alabama 35203

FIRST COMMERCIAL BANK

SENIOR OFFICERS

Nelson S. Bean
President & Chief Executive Officer
800 Shades Creek Parkway
Birmingham, Alabama 35209

A. Todd Beard
Executive Vice President
800 Shades Creek Parkway
Birmingham, Alabama 35209

Lessie O. Brady
Executive Vice President
800 Shades Creek Parkway
Birmingham, Alabama 35209

Winston T. McCalley
Executive Vice President
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William H. Pitts
Executive Vice President
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Forest W. Whatley, Jr.
Executive Vice President
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James W. Brunstad
Senior Vice President
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Edward T. Deitz
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Senior Vice President
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Kay L. Houk
First Vice President
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