

SECURITIES AND EXCHANGE COMMISSION

FORM 10-C

Form filed by an issuer whose securities are quoted on the Nasdaq interdealer quotation system. This form is used to report any change that exceeds five percent in the number of shares of the class outstanding and any change in the name of the issuer.

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FILER

FIRST TENNESSEE NATIONAL CORP

CIK: **36966** | IRS No.: **620803242** | State of Incorporation: **TN** | Fiscal Year End: **1231**
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SIC: **6021** National commercial banks

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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-C
REPORT BY ISSUER OF SECURITIES QUOTED ON NASDAQ
INTERDEALER QUOTATION SYSTEM

Filed pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934 and Rule 13a-17
or 15d-17 thereunder

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

165 MADISON AVENUE, MEMPHIS, TN 38103
(Address of principal executive offices)

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

I. CHANGE IN NUMBER OF SHARES OUTSTANDING

Indicate any change (increase or decrease) of 5% or more in the number of
shares outstanding:

1. Title of security: COMMON STOCK AND ASSOCIATED RIGHTS
2. Number of shares outstanding before the change: 28,174,184
3. Number of shares outstanding after the change: 30,122,030
4. Effective date of change: JANUARY 4, 1994
5. Method of change: Specify method (such as merger, acquisition,
exchange, distribution, stock split, reverse split, acquisition of
stock for treasury, etc.)

ACQUISITION OF SNMC MANAGEMENT CORPORATION THROUGH A DIRECTED MERGER
AND EXCHANGE OF STOCK.

Give brief description of transaction:

PURSUANT TO AN AGREEMENT AND PLAN OF MERGER, AS AMENDED, FIRST
TENNESSEE INTERIM CORPORATION ("INTERIM"), A WHOLLY-OWNED SUBSIDIARY
OF FIRST TENNESSEE NATIONAL CORPORATION ("FTNC") FORMED FOR THE
PURPOSE OF ACCOMPLISHING THE TRANSACTION, MERGED WITH AND INTO SNMC
MANAGEMENT CORPORATION ("SNMC"), WITH SNMC AS THE SURVIVING
CORPORATION IN THE MERGER. IMMEDIATELY PRIOR TO THE MERGER, FTNC, AS
SOLE SHAREHOLDER OF INTERIM, DIRECTED THAT ALL SHARES OF THE SNMC

COMMON STOCK, AS THE SURVIVING CORPORATION, BE ISSUED DIRECTLY TO FIRST TENNESSEE BANK NATIONAL ASSOCIATION ("FTB"). SNMC THEREBY BECAME A WHOLLY-OWNED SUBSIDIARY OF FTB.

II. CHANGE IN NAME OF ISSUER

1. Name prior to change: NOT APPLICABLE
2. Name after change: NOT APPLICABLE
3. Effective date of charter amendment changing name: NOT APPLICABLE
4. Date of shareholder approval of change, if required: NOT APPLICABLE

Date: JANUARY 5, 1994

/s/ James F. Keen

JAMES F. KEEN, SENIOR VICE PRESIDENT AND CONTROLLER