

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 10-K/A

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended December 31, 1995, or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934
For the Transition Period from to

Commission File Number 0-9341

Security National Financial Corporation
(Exact name of registrant as specified in its Charter)

UTAH

87-0345941

(State or other jurisdiction
of incorporation or organization)

(I.R.S. Employer
Identification Number)

5300 South 360 West, Suite 310
Salt Lake City, Utah

84123
(Zip Code)

(Address of principal executive offices)

Registrant's telephone number, including area code: (801) 264-1060

Securities registered pursuant to Section 12(d) of the Act:

Title of each Class -----	Name of each exchange on which registered -----
None	None

Securities registered pursuant to Section 12(g) of the Act:

Class A Common stock, \$2.00 Par Value
(Title of Class)

Class C Common stock, \$0.40 Par Value
(Title of Class)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicated by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

The aggregate market value of the voting stock held by non-affiliates of the registrant as of March 15, 1996 was \$16,799,895.

As of March 15, 1996, registrant had outstanding 3,220,801 shares of Class A Common Stock and 2,362,545 shares of Class C Stock.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the definitive Proxy Statement for the registrant's 1996 Annual Meeting of Shareholders are incorporated by reference into Part III hereof.

Item 10 - Directors and Executive Officers

The By-laws of the Company provide that the Board of Directors shall consist of not less than three nor more than eleven members. The term of office of each director is for a period of one year or until the election and qualification of his successor. Directors need not be a resident of the State of Utah but must be a stockholder of the Company.

The size of the Board of Directors of the Company for the coming year is nine members. Unless authority is withheld by your Proxy, it is intended that the Common Stock represented by your Proxy will be voted for the respective nominees listed below. If any nominee should not serve for any reason, the Proxy will be voted for such person as shall be designated by the Board of Directors to replace such nominee. The Board of Directors has no reason to expect that any nominee will be unable to serve. There is no arrangement between any of the nominees and any other person or persons pursuant to which he was or is to be selected as a director. There is no family relationship between or among any of the nominees, except that Scott M. Quist is the son of George R. Quist.

The Nominees

The nominees to be elected by the holders of Class A Common Stock are as follows:

Name	Age	Director Since	Position(s) with the Company
Scott M. Quist	42	May 1986	First Vice President, General Counsel, Treasurer and Director
Charles L. Crittenden	76	October 1979	Director
Sherman B. Lowe	81	October 1979	Director

The nominees for election by the holders of Class A and Class C Common Stock, voting together, are as follows:

Name	Age	Director Since	Position(s) with the Company
George R. Quist	75	October 1979	Chairman of the Board, President and Chief Executive Officer
William C. Sargent	67	February 1980	Senior Vice President, Secretary and Director
H. Craig Moody	42	September 1995	Director
R.A.F. McCormick	82	October 1979	Director
Nathan H. Wagstaff	75	October 1979	Director
W. Lowell Steen	81	October 1979	Director

The following is a description of the business experience of each of the nominees and directors.

George R. Quist, age 75, has been Chairman of the Board of Directors, President and Chief Executive Officer of the Company since October 1979. From 1946 to 1960, he was an agent, District Manager and Associate General Agent for various insurance companies. From 1960 to 1964, he was Treasurer and Executive Vice President of Pacific Guardian Life Insurance Company. Mr. Quist also served from 1981 to 1982 as the President of The National Association of Life Companies, a trade association of 642 life insurance companies, and from 1982 to 1983 as its Chairman of the Board.

William C. Sargent, age 67, has been Senior Vice President of the Company since 1980, Secretary since October 1993, and a director since February 1980. Prior to that time, he was employed by Security National as a salesman and agency superintendent.

Scott M. Quist, age 42, has been General Counsel of the Company since 1982, a Vice President since 1983, Treasurer since October 1993, and a director since May, 1986. From 1980 to 1982, Mr. Quist was a tax specialist with Peat, Marwick, Main, & Co., in Dallas, Texas. Since 1986 he has been a director of The National Association of Life Companies, a trade association of 642 insurance companies and its Treasurer until its merger with the American Council of Life Companies. Mr. Quist is currently a member of the Board of Governors of the Forum 500 Section (representing small companies) of the American Council of Life Insurance. Mr. Quist has also been a director since November 1993 of Key Bank of Utah.

Charles L. Crittenden, age 76, has been a director of the Company since October 1979. Mr. Crittenden is sole stockholder of Crittenden Paint & Glass Company since 1958. He is a 50% stockholder of Crittenden Enterprises, a real estate development company and Chairman of the Board of Linco, Inc.

Sherman B. Lowe, age 81, has been a director of the Company since October 1979. Mr. Lowe was formerly President and Manager of Lowe's Pharmacy, Salt Lake City, Utah, for the past 30 years. He is now retired. He is a one-third owner of Burton-Lowe Ranches, a general partnership.

R.A.F. McCormick, age 82, has been a director of the Company since October 1979. He is the past Vice President of Sales for Cloverclub Foods. He is now retired.

H. Craig Moody, age 42, was elected a director of the Company on September 25, 1995. Mr. Moody is owner of Moody & Associates, a political consulting and real estate company. He is a former Speaker and House Majority Leader of the House of Representatives of the State of Utah.

W. Lowell Steen, age 81, has been a director of the Company since October 1979. He has been a real estate investment broker for the last 13 years. Prior to that time, he was a large-scale rancher, food processor, and in related concerns. Currently, he is President and sole stockholder of Lowell Steen, Inc., a real estate company.

Nathan H. Wagstaff, age 76, has been a director of the Company since October, 1979. He has served as President and Chairman of the Board of Directors of Nate Wagstaff Company, Inc., since 1975. He has also served as President and General Manager of Western States Distribution Company, Highland Petroleum Company, Inc., and Holiday Oil Company. Mr. Wagstaff is the sole stockholder of Nate Wagstaff Company, Inc., an oil distribution company.

Executive Officers

The following table sets forth certain information with respect to the executive officers of the Company (the business biographies for the first three individuals are set forth above):

Name	Age	Title
George R. Quist ¹	75	Chairman of the Board, President and Chief Executive Officer
Scott M. Quist ¹	42	First Vice President, General Counsel and Treasurer
William C. Sargent	67	Senior Vice President and Secretary

¹George R. Quist is the father of Scott M. Quist.

The Board of Directors of the Company has a written procedure which requires disclosure to the Board of any material interest or any affiliation on the part of any of its officers, directors or employees which is in conflict or may be in conflict with the interests of the Company.

No director, officer or 5% stockholder of the Company or its subsidiaries, or any affiliate thereof has had any transactions with the Company or its subsidiaries during 1995 or 1994 other than employment arrangements or as described above.

None of the Directors are board members of any other company having a class of equity securities registered under the Securities Exchange Act of 1934, as amended, or any company registered as an investment company under the Investment Company Act of 1940, as amended, with the exception of Scott M. Quist, who is a director of Key Bank of Utah. All directors of the Company hold office until the next annual meeting of stockholders, until their successors have been elected and qualified, or until their earlier resignation or removal.

Item 11 - Executive Compensation

The following table discloses compensation received by the Company's Chief Executive Officer and the two other most highly compensated executive officers who were serving as executive officers at December 31, 1995.

Summary Compensation Table

Name and Principal Position	Year	Annual Compensation		
		Salary	Bonus	Other Annual Compen- sation (2)
George R. Quist(1) Chairman of the Board, President and Chief Executive Office	1995	\$104,469	\$15,303	\$2,400
	1994	102,245	15,303	2,400
	1993	101,223	15,303	2,400
William C. Sargent Senior Vice President, Director and Secretary	1995	77,538	11,725	4,500
	1994	82,777	10,725	4,500
	1993	90,842	7,725	4,500
Scott M. Quist(1) First Vice President, General Counsel, Director and Treasurer	1995	84,871	13,000	7,200
	1994	82,502	12,000	7,200
	1993	73,518	9,246	7,200

Long-Term
Compensation

Name and Principal Position	Year	Awards	Payouts	All Other Compen- sation(3)
		Stock Options (Shares)	Incentive Payouts	
George R. Quist(1) Chairman of the Board, President and Chief Executive Officer	1995	2,625	0	5,937
	1994	2,500	0	8,263
	1993	50,000	0	14,600
William C. Sargent Senior Vice President,	1995	2,100	0	2,100
	1994	2,000	0	4,020
	1993	40,000	0	8,608

Director and
Secretary

Scott M. Quist(1)	1995	3,149	0	2,206
First Vice	1994	3,000	0	3,924
President,	1993	2,856	0	7,422
General Counsel				
Director and				
Treasurer				

- (1) George R. Quist is the father of Scott M. Quist.
- (2) The amounts indicated under "Other Annual Compensation" for 1995 consist of payments related to the operation of automobiles by the named executive officers. However such payments do not include the furnishing of an automobile by the Company to George R. Quist, William C. Sargent and Scott M. Quist nor the payment of insurance and property taxes with respect to the automobiles operated by the named executive officers.
- (3) The amounts indicated under "All Other Compensation" for 1995 consist of (a) amounts contributed by the Company into a trust for the benefit of the named executive officers under the Employee Stock Ownership Plan (George R. Quist, \$1,200; William C. Sargent, \$893; and Scott M. Quist, \$991); (b) insurance premiums paid by the Company with respect to a group life insurance plan for the benefit of the named executive officers (\$2,522 for all named executive officers as a group, or \$92 for George R. Quist, \$1,215 for William C. Sargent and Scott M. Quist, and \$1,215 for each individual officer); and (c) life insurance premiums paid by the Company for the benefit of the family of Mr. George R. Quist (\$4,645).

Retirement Plans

George R. Quist, who has been Chairman, President and Chief Executive Officer of the Company since 1979, has a Deferred Compensation Agreement, dated December 8, 1988, with the Company (the "Compensation Agreement"). This Compensation Agreement provides (i) upon Mr. Quist's retirement at the age of 70 or an earlier age as may be specified by the Board of Directors, the Company shall pay him \$50,000 per year as an annual retirement benefit for a period of 10 years from the date of retirement; and (ii) upon his death, the remainder of such annual payments shall be payable to his wife, if she survives him.

The Compensation Agreement further provides that the Board of Directors may elect to pay the entire amount of deferred compensation in the form of a single lump-sum payment or other installment payments, so long as the term of such payments do not exceed 10 years. However, in the event Mr. Quist's employment with the Company is terminated for any reason other than retirement, death or disability, the entire deferred compensation shall be forfeited by him.

Director's Fees

Directors of the Company (but not including directors who are employees) are paid a director's fee of \$7,200 per year by the Company and are reimbursed for any travel expenses incurred in attending Board meetings. No additional amounts are paid by the Company for committee participation or special assignments.

Employee Stock Ownership Plan

Effective January 1, 1980, the Company adopted an employee stock ownership plan (the "Ownership Plan") for the benefit of career employees and certain commissioned salespersons of the Company and its subsidiaries. The following is a description of the Ownership Plan, and is qualified in its entirety by the Ownership Plan, a copy of which is available for inspection at the Company's offices.

Under the Ownership Plan, the Company has discretionary power to make contributions on behalf of all eligible employees into a trust created under the Ownership Plan. Employees become eligible to participate in the Ownership Plan when they have attained the age of 19 and have completed one year of service (a twelve-month period in which the Employee completes at least 1,040 hours of service). The Company's contributions under the Ownership Plan are allocated to eligible employees on the same ratio that each eligible

employee's compensation bears to total compensation for all eligible employees during each year. To date, the Ownership Plan has approximately 95 participants and had contributions payable to the Plan in 1995 of \$21,914.

Benefits under the Ownership Plan vest as follows: 20% after the third year of eligible service by an employee, an additional 20% in the fourth, fifth, sixth and seventh years of eligible service by an employee. Benefits under the Ownership Plan will be paid out in one lump sum or in installments in the event the employee becomes disabled, reaches the age of 65, or is terminated by the Company and demonstrates financial hardship. The Ownership Plan Committee, however, retains discretion to determine the final method of payment. Finally, the Company reserves the right to amend or terminate the Ownership Plan at any time. The trustees of the trust fund under the Ownership Plan are Messrs. R.A.F. McCormick, George R. Quist, and William C. Sargent, all directors of the Company.

1987 Incentive Stock Option Plan

In 1987, the Company adopted the 1987 Incentive Stock Option Plan (the 1987 Plan). The 1987 Plan provides that shares of the Class A Common Stock of the Company may be optioned to certain officers and key employees of the Company. The Plan establishes a Stock Option Plan Committee which selects the employees to whom the options will be granted and determines the price of the stock. The Plan establishes the minimum purchase price of the stock at an amount which is not less than 100% of the fair market value of the stock (110% for employees owning more than 10% of the total combined voting power of all classes of stock). The Plan provides that if additional shares of Class A Common Stock are issued pursuant to a stock split or a stock dividend, the number of shares of Class A Common Stock then covered by each outstanding option granted hereunder shall be increased proportionately with no increase in the total purchase price of the shares then so covered, and the number of shares of Class A Common Stock reserved for the purpose of the Plan shall be increased by the same proportion. In the event that the shares of Class A

Common Stock of the Company from time to time issued and outstanding are reduced by a combination of shares, the number of shares of Class A Common Stock then covered by each outstanding option granted hereunder shall be reduced proportionately with no reduction in the total price of the shares then so covered, and the number of shares of Class A Common Stock reserved for the purposes of the Plan shall be reduced by the same proportion. The Plan terminates ten years from its effective date and options granted are non-transferable. The Plan also includes a Stock Appreciation Right which permits the holder of the option to elect to receive cash, amounting to the difference between the option price and the fair market value of the stock at the time of the exercise, or a lesser amount of stock without payment, upon exercise of the option.

YEAR-END VALUES OF STOCK OPTIONS

Name	Number of Securities Underlying Unexercised Options at Fiscal Year-End		Value of Unexercised In-The-Money Options at Fiscal Year-End(1)	
	Exercisable	Unexercisable	Exercisable	Unexercisable
Scott M. Quist	66,134	0	\$191,606	0
All executive officers and key employee option recipients as a group (4 persons)	119,603	0	\$354,810	0

(1) The value of options equals the market value of Security National Financial Corporation common stock at December 31, 1995 (\$5.38 per share), minus the exercise price of options, and includes only those options the exercise price of which was less than market value at year-end.

1993 Stock Option Plan

On June 21, 1993, the Company adopted the Security National Financial Corporation 1993 Stock Incentive Plan (the "1993 Plan"), which reserves 300,000 shares of Class A Common Stock for issuance thereunder. The 1993 Plan was approved at the annual meeting of the stockholders held on June 21, 1993. The 1993 Plan allows the Company to grant options and issue shares as a means of providing equity incentives to key personnel, giving them a proprietary interest in the Company and its success and progress.

The 1993 Plan provides for the grant of options and the award or sale of stock to officers, directors, and employees of the Company. Both "incentive stock options," as defined under Section 422A of the Internal Revenue Code of 1986 (the "Code"), and "non-qualified options" may be granted pursuant to the 1993 Plan. The exercise prices for the options granted are equal to or greater than the fair market value of the stock subject to such options as of the date of grant, as determined by the Company's Board of Directors.

The options granted on April 29, 1993 were to reward certain officers and key employees who have been employed by the Company for a number of years and to help the Company retain these officers by providing them with an additional incentive to contribute to the success of the Company.

The 1993 Plan is to be administered by the Board of Directors or by a committee designated by the Board. The terms of options granted or stock awards or sales effected under the 1993 Plan are to be determined by the Board of Directors or its committee. The Plan provides that if the shares of Class A Common Stock shall be subdivided or combined into a greater or smaller number of shares or if the Company shall issue any shares of Class A Common Stock as a stock dividend on its outstanding Class A Common Stock the number of shares of Class A Common Stock deliverable upon the exercise of Options shall be increased or decreased proportionately, and appropriate adjustments shall be made in the purchase price per share to reflect such subdivision, combination or stock dividend. No options may be exercised for a term of

more than ten years from the date of grant. Options intended as incentive stock options may be issued only to employees, and must meet certain

conditions imposed by the code, including a requirement that the option exercise price be no less than the fair market value of the option shares on the date of grant. The 1993 Plan provides that the exercise price for non-qualified options will be not less than at least 50% of the fair market value of the stock subject to such option as of the date of grant of such options, as determined by the Company's Board of Directors.

The 1993 Plan has a term of ten years. The Board of Directors may amend or terminate the 1993 Plan at any time, subject to approval of certain modifications to the 1993 Plan by the shareholders of the Company as may be required by law or the 1993 Plan.

YEAR-END VALUES OF STOCK OPTIONS

Name	Number of Securities Underlying Unexercised Options at Fiscal Year-End		Value of Unexercised In-The-Money Options at Fiscal Year-End(1)	
	Exercisable	Unexercisable	Exercisable	Unexercisable

Name	Exercisable	Unexercisable	Exercisable	Unexercisable
George R. Quist	139,125	0	\$224,542	0
William C. Sargent	68,985	0	\$151,083	0

- (1) The value of options equals the market value of Security National Financial Corporation common stock at December 31, 1995 (\$5.38 per share), minus the exercise price of options, and includes only those options the exercise price of which was less than market value at year-end.

Item 12 - Security Ownership of Certain Beneficial Owners and Management

The following table sets forth security ownership information of the Company's Class A and Class C Common Stock as of April 20, 1996, (i) for persons who own beneficially more than 5% of the Company's outstanding Class A or Class C Common Stock, (ii) each director of the Company, and (iii) for all executive officers and directors of the Company as a group.

Name and Address of Beneficial Owner	Class A Common Stock		Class C Common Stock		Class A and Class C Common Stock	
	Amount Beneficially Owned	Percent of Class	Amount Beneficially Owned	Percent of Class	Amount Beneficially Owned	Percent of Class
George R. Quist 4491 Wander Lane Salt Lake City, Utah 84117	233,590	7.2	1,168,682	49.5	1,402,272	24.9
William C. Sargent 4974 Holladay Blvd. Salt Lake City, Utah 84117	63,903	2.0	139,252	5.9	203,155	3.6
Employee Stock Ownership Plan(3) 5300 South 360 West Suite 310 Salt Lake City, Utah 84123	623,358	19.1	496,300	21.0	1,119,658	19.9
Charles L. Crittenden 248 - 24th Street Ogden, Utah 84404	-0-	-0-	77,232	3.3	77,232	1.4
Sherman B. Lowe 2197 So. 2100 E. Salt Lake City, Utah 84109	18,361	0.6	84,404	3.6	102,765	1.8
R.A.F. McCormick 400 East Crestwood Road Kaysville, Utah 84037	8,806	0.3	44,035	1.9	52,841	0.9

Name and Address of Beneficial Owner	Class A Common Stock		Class C Common Stock		Class A and Class C Common Stock	
	Amount Beneficially Owned	Percent of Class	Amount Beneficially Owned	Percent of Class	Amount Beneficially Owned	Percent of Class
H. Craig Moody 1782 East Faunsdale Drive Sandy, Utah 84092	-0-	-0-	-0-	-0-	-0-	-0-
Scott M. Quist 7 Wanderwood Way Sandy, Utah 84094	36,426	1.1	23,349	1.0	59,775	1.1
W. Lowell Steen 12705 SE River Rd. Apt. 402S Portland, Oregon 97222	210	0.0	767	0.0	977	0.0
Nathan H. Wagstaff 2131 King Street Salt Lake City, Utah 84109	21,992	0.7	82,809	3.5	104,801	1.9
Associated Investors(4) 5300 So. 360 W. Suite 310 Salt Lake City, Utah 84123	64,875	2.0	211,306	8.9	276,181	4.9

All directors and executive
officers (9 persons)

* Less than one percent

- (1) Does not include 593,675 shares of Class A Common Stock and 472,665 shares of Class C Common Stock owned by the Company's Employee Stock Ownership Plan (ESOP), of which George R. Quist, William C. Sargent, and R.A.F. McCormick are the trustees and accordingly, exercise shared voting and investment powers with respect to such shares.
- (2) The number of shares shown in the table for George R. Quist and William C. Sargent does not include 64,875 shares of Class A Common Stock and 211,306 shares of Class C Common Stock owned by Associated Investors, a Utah general partnership, of which these individuals are the managing partners and, accordingly, exercise shared voting and investment powers with respect to such shares.
- (3) The trustees of the Employee Stock Ownership Plan (ESOP) are George R. Quist, William C. Sargent, and R.A.F. McCormick, who exercise shared voting and investment powers.
- (4) The managing partners of Associated Investors are George R. Quist and William C. Sargent, who exercise shared voting and investment powers.

The Company's officers and directors, as a group, own beneficially approximately 35.6% of the outstanding shares of the Company's Class A and Class C Common Stock.

Item 13 - Certain Relationships and Related Transactions

The Company's Board of Directors has a written procedure which requires disclosure to the Board of any material interest or any affiliation on the part of any of its officers, directors or employees which is in conflict or may be in conflict with the interests of the Company.

No director, officer or 5% stockholder of the Company or its subsidiaries, or any affiliate thereof, has engaged in any business transactions with the Company or its subsidiaries during 1994 or 1995 other than as described herein.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

SECURITY NATIONAL FINANCIAL CORPORATION

Dated: By: George R. Quist,
Chairman of the Board, President
and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed by the following persons in counterpart on behalf of the Company on the dates indicated:

SIGNATURE -----	TITLE -----	DATE -----
George R. Quist	Chairman of the Board, President and Chief Executive Officer	April 29, 1996
Scott M. Quist	(Principal Executive Officer) First Vice President, General Counsel, Treasurer and Director (Principal Accounting Officer)	April 29, 1996
William C. Sargent	Senior Vice President, Secretary and Director	April 29, 1996
Charles L. Crittenden	Director	April 29, 1996
Sherman B. Lowe	Director	April 29, 1996
R.A.F. McCormick	Director	April 29, 1996
H. Craig Moody	Director	April 29, 1996
W. Lowell Steen	Director	April 29, 1996
Nathan H. Wagstaff	Director	April 29, 1996