#### **BANCORPSOUTH INC**

Form 4 May 01, 2008

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB APPROVAL

Number: 3235-0287

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue. See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

(Print or Type Responses)

1. Name and Address of Reporting Person \*

1(b).

Common

Stock

HOLLIMA	Symbol	Symbol BANCORPSOUTH INC [BXS]				Issuer			
(Last)	(First) (N		3. Date of Earliest Transaction			(Check all applicable)			
4452 LAKI		(Month/Day/Year) 04/30/2008				X Director Officer (give below)		Owner er (specify	
(Street) 4. If Amendm Filed(Month/D				ndment, Date Original th/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person		
BELDEN,	MI 38826						Form filed by M Person	Iore than One Re	porting
(City)	(State)	(Zip) Tal	ole I - Non-l	Derivative	Secui	rities Ac	quired, Disposed of	, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code	4. Securion(A) or D (D) (Instr. 3,	4 and (A) or	ed of	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock (1)	04/30/2008		M	1,200	A	\$ 22.5	532,881.2094	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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.

SEC 1474

(9-02)

138,616.8848 I

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

by Spouse

#### Edgar Filing: BANCORPSOUTH INC - Form 4

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. Number on f Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exerc Expiration D (Month/Day/	ate	7. Title and A Underlying S (Instr. 3 and	Securitie
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amour or Number of Shares
Non-Qualified Stock Option (rIght to buy)	\$ 22.5	04/30/2008		M	1,200	<u>(1)</u>	04/30/2008	Common Stock	1,20

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		

HOLLIMAN WILBERT GLENN JR 4452 LAKEWOOD X BELDEN, MI 38826

### **Signatures**

/s/ W.G. Holliman, Jr. \*\*Signature of Date

Reporting Person

## **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Automatic grant within a non-qualified stock option plan for non-employee directors granted pursuant to the Amended and Restated
(1) BancorpSouth, Inc. 1995 Non-Qualified Stock Option Plan for Non-Employee Directors. The stock option becomes exercisable upon the date of the first annual stockholders meeting of BancorpSouth, Inc. that follows the date of grant by at least six months.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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