

GRAY JAMES W
Form 4
January 19, 2012

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
GRAY JAMES W

2. Issuer Name and Ticker or Trading Symbol
RENASANT CORP [RNST]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

P. O. BOX 709

01/17/2012

Sr. Executive Vice President

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

TUPELO, MS 38802

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 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) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (D) | Price |
| Common Stock (Performance Based Restricted) | 01/17/2012 | | J ⁽¹⁾ | | 2,000 | D | \$ 16.91 |
| Common Stock (Performance Based Restricted) | 01/17/2012 | | A | | 2,000 ⁽²⁾ | A | \$ 14.96 |
| Common Stock | | | | | 25,024.2 ⁽³⁾ | I | 401K |

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| | | | | |
|--------------|--|----------|---|------------|
| Common Stock | | 702.61 | I | spouse IRA |
| Common Stock | | 3,980.43 | D | |

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

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

| 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. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | Code V (A) (D) | | Date Exercisable Expiration Date | Title | |
| Stock Option (Right To Buy) | \$ 14.96 | 01/17/2012 | | A | 7,500 | ⁽⁴⁾ 01/16/2022 | Common | 7,500 |
| Stock Option (Right to Buy) | \$ 15.64 | 12/31/2011 | | J ⁽⁵⁾ | 7,875 | 01/01/2005 12/31/2011 | Common | 7,875 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|---|----------------------------------|
| | Director 10% Owner Officer Other |
| GRAY JAMES W P. O. BOX 709 TUPELO, MS 38802 | Sr. Executive Vice President |

Signatures

Jim Gray 01/19/2012
 **Signature of Reporting Person Date

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).

(1) Shares previously reported were forfeited because the performance objectives for the 2011 Performance Cycle were not met.

This is the target amount of a performance based restricted stock grant available if certain criteria is met. Any adjustments to the target award will be reported at the time of the actual determination of performance as compared to the applicable threshold, target and maximum performance objectives. In no event, however, will the number of shares awarded exceed 150% of the number of shares of the target award. The share price will be determined at the close of business on the end of the performance cycle. These shares were awarded under the Renasant Bank 2011 LTIP Plan

(3) Includes shares acquired between January 1, 2011 and December 31, 2011 under the Renasant Bank 401(k) plan.

Options issued under the Renasant 2011 LTIP Plan. Beginning with the issue date, equal installments of 33 1/3 of the option shares

(4) granted will be available for exercise upon completion of one, two and three years of service measured from date of grant, respectively. The options expire ten (10) years from the grant date.

(5) Expiration of out-of-the-money derivative security.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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