

RENASANT CORP  
Form 4  
January 04, 2007

**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

(Last) (First) (Middle)  
  
  
  
  
  
  
  
  
  
(Street)  
  
  
  
  
  
  
  
  
  
(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/01/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director  
 Officer (give title below)  
\_\_\_\_ 10% Owner  
\_\_\_\_ Other (specify below)  
Sr. Executive Vice President

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

**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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|-----------------|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Amount or Price |   |  |                                   |
| Common Stock (Restricted Stock) | 01/01/2007                           |  | A                              | V   | 1,500<br>(3)    | A (4) 1,500   | D  |                                   |
| Common Stock (Restricted Stock) |                                      |  |                                |   |                 | 1,500 (5)   | D  |                                   |
| Common Stock                    |                                      |  |                                |   |                 | 90  | D  |                                   |
|                                 |                                      |  |                                |   |                 | 7,854   | I  | By IRA                            |

Common  
Stock

Common  
Stock

14,668.061 I By 401K

Common  
Stock

559 I Spouse

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

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(9-02)

**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   |                            |
| Employee Stock Option (Right to buy)       | \$ 30.63 <sup>(1)</sup>                                | 01/01/2007                           |  | A                              | 7,500   | <sup>(2)</sup> <sup>(2)</sup>                            | Common Stock  | \$ 30.63                   |
| Employee Stock Option (Right to buy)       | \$ 15.65 <sup>(1)</sup>                                |                                      |  |                                |   | 01/01/2003 <sup>(7)</sup> 01/01/2012                     | Common Stock  | \$ 15.65                   |
| Employee Stock Option (Right to buy)       | \$ 18.77 <sup>(1)</sup>                                |                                      |  |                                |   | 01/01/2004 <sup>(7)</sup> 01/01/2013                     | Common Stock  | \$ 18.77                   |
| Employee Stock Option (Right to buy)       | \$ 22.23 <sup>(1)</sup>                                |                                      |  |                                |   | 01/01/2005 <sup>(7)</sup> 01/01/2014                     | Common Stock  | \$ 22.23                   |

buy)

Employee

Stock

Option

(Right to

buy)

\$ 22.77

(1)

01/01/2006<sup>(7)</sup>

01/01/2015

Common  
Stock

\$  
22.77

Employee

Stock

Option

(Right to

buy)

\$ 21.93

(1)

01/01/2007<sup>(7)</sup>

01/01/2016

Common  
Stock

\$  
21.93

Phantom

Stock

(6)

(6)

(6)

Common  
Stock

(6)

## Reporting Owners

| Reporting Owner Name / Address | Relationships |           |         |                              |
|--------------------------------|---------------|-----------|---------|------------------------------|
|                                | Director      | 10% Owner | Officer | Other                        |
| GRAY JAMES W                   |               |           |         | Sr. Executive Vice President |

## Signatures

James W. Gray

01/04/2007

\*\*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) The conversion or exercise price is one for one.

(2) Equal installments of 33 1/3 of the option shares granted will be available for exercise upon completion of one, two, and three years service measured from January 1, 2007, respectively. The options expire ten 10 years from the grant date.

(3) This is the target amount of a performance based restricted stock grant available at the end of the 2007 Performance Cycle if certain performance criteria is met. Any adjustments to the Target award (whether an increase or decrease) 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.

(4) Share Price will be the closing price of the common stock on the day stock is issued.

(5) The number of shares reflects stock splits since the initial grant.

(6) The phantom stock units are accrued under the Renasant DSI Plan. The units are settled 100 % in the Company's common stock upon the reporting person's retirement or upon approved hardship reasons. The conversion price is one phantom stock unit for one share of the Company's common stock.

(7) Beginning with this date, equal installments of 33 1/3 of the option 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.

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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