RENASANT CORP

Form 4

January 04, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB 3235-0287

OMB APPROVAL

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may continue.

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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

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** GRAY JAMES W			Symbol	2. Issuer Name and Ticker or Trading Symbol RENASANT CORP [RNST]				5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	3. Date of I	3. Date of Earliest Transaction				(Check all applicable)			
` '	` ,	•	(Month/Da	(Month/Day/Year) 01/01/2007				Director 10% Owner Self-control of the control			
	(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)						6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table	I - Non-De	rivative So	ecuritie	s Acq	uired, Disposed o	of, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction (Month/Day)	any	Deemed oution Date, if onth/Day/Year)	Code (Instr. 8)	4. Securi onAcquirec Disposec (Instr. 3,	(A) or d of (D) 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)		
Common Stock (Restricted Stock)	01/01/200	7		A	1,500 (3)	A	<u>(4)</u>	1,500	D		
Common Stock (Restricted Stock)								1,500 (5)	D		
Common Stock								90	D		
								7,854	I	By IRA	

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Common Stock

(Right to

Common Stock 14,668.061 I By 401K

Stock 559 I Spouse

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

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SEC 1474

(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 some form of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisab Expiration Date (Month/Day/Year		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V		Date Exercisable	Expiration Date	Title	Amoun or Number of Shares
Employee Stock Option (Right to buy)	\$ 30.63 (1)	01/01/2007		A	7,500	(2)	(2)	Common Stock	\$ 30.63
Employee Stock Option (Right to buy)	\$ 15.65 (1)					01/01/2003(7)	01/01/2012	Common Stock	\$ 15.65
Employee Stock Option (Right to buy)	\$ 18.77 (1)					01/01/2004(7)	01/01/2013	Common Stock	\$ 18.77
Employee Stock Option	\$ 22.23 (1)					01/01/2005(7)	01/01/2014	Common Stock	\$ 22.23

buy)

Employee

Stock Option (Right to $\frac{(1)}{(1)}$ 01/01/2006 $\frac{(7)}{(1)}$ 01/01/2015 Common Stock 22.77

buy)

Employee

Stock Stock Option (Right to $\frac{(1)}{(1)}$ 01/01/2007 $\frac{(1)}{(1)}$ 01/01/2016 $\frac{\text{Common}}{\text{Stock}}$ \$21.93

buy)

Phantom Stock $\underline{\underline{(6)}}$ $\underline{\underline{(6)}}$ $\underline{\underline{(6)}}$ Common Stock

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

GRAY JAMES W

Sr. Executive Vice President

<u>(6)</u>

Signatures

James W. Gray 01/04/2007

**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).
- (1) The conversion or exercise price is one for one.
- 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.
- This is the target amount of a performance based restricted stock grant available at the end of the 2007 Peformance 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.
- 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 phantome 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 form 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. 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.

Reporting Owners 3