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BANCORPSOUTH INC
Form 13F-HR
October 11, 2011

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON D.C. 20549

FORM 13F

FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: September 30, 2011

Check here if Amendment ; Amendment Number: _____

This Amendment (Check only one): is a restatement
 adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: BancorpSouth Inc.

Address: One Mississippi Plaza
201 South Spring Street
Tupelo MS 38804

Form 13F File Number: 28-10453

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it that all information contained herein is true correct and complete and that it is understood that all required items statements schedules lists and tables are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: Cathy S. Freeman
Title: Executive Vice President and Corporate Secretary
Phone: (662) 680-2084

Signature Place and Date of Signing:

/s/ Cathy S. Freeman Tupelo Mississippi October 10, 2011

[Signature] [City State] [Date]

Report Type (Check only one.):

- 13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report.)
- 13F NOTICE. (Check here if no holdings reported are in this report and all holdings are reported by other reporting manager(s).)
- 13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

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List of Other Managers Reporting for this Manager: None.

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FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 1
 Form 13F Information Table Entry Total: 264
 Form 13F Information Table Value Total: \$776,438
 (thousands)

LIST OF OTHER INCLUDED MANAGERS:

Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional investment managers with respect to which this report is filed other than the manager filing this report.

| No. | Form 13F File Number | Name |
|-----|----------------------|-------------------|
| --- | ----- | ----- |
| 1 | 28-10939 | BancorpSouth Bank |

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FORM 13F INFORMATION TABLE

| NAME OF ISSUER | TITLE OF CLASS | CUSIP | MKT VAL x 1000 | Shares/ PRN Amt | SH/ PRN | PUT/ CALL | INVESTMENT DISCRETION | | |
|------------------------------|----------------|-----------|-------------------|--------------------|------------|--------------|--------------------------|------------|------------|
| | | | | | | | SOLE (A) | SHR (B) | OTH (C) |
| ----- | | | | | | | ----- | | |
| HERBALIFE LTD | COM USD SHS | G4412G101 | 255 | 4,761 | SH | | X | | |
| ACE LTD | SHS | H0023R105 | 297 | 4,901 | SH | | X | | |
| CHECK POINT SOFTWARE TECH LT | ORD | M22465104 | 213 | 4,030 | SH | | X | | |
| AERCAP HOLDINGS NV | SHS | N00985106 | 127 | 12,793 | SH | | X | | |
| COPA HOLDINGS SA | CL A | P31076105 | 209 | 3,418 | SH | | X | | |
| FLEXTRONICS INTL LTD | ORD | Y2573F102 | 344 | 61,078 | SH | | X | | |
| AT&T INC | COM | 00206R102 | 1,103 | 38,674 | SH | | X | | |
| AT&T INC | COM | 00206R102 | 170 | 5,967 | SH | | | | X |
| ABBOTT LABS | COM | 002824100 | 883 | 17,273 | SH | | X | | |
| ABBOTT LABS | COM | 002824100 | 221 | 4,329 | SH | | | | X |
| AIR PRODS & CHEMS INC | COM | 009158106 | 536 | 7,019 | SH | | X | | |
| ALLERGAN INC | COM | 018490102 | 318 | 3,859 | SH | | X | | |
| ALLSCRIPTS HEALTHCARE SOLUTN | COM | 01988P108 | 295 | 16,376 | SH | | X | | |
| ALTRIA GROUP INC | COM | 02209S103 | 513 | 19,135 | SH | | X | | |
| ALTRIA GROUP INC | COM | 02209S103 | 16 | 608 | SH | | | | X |
| AMERICAN EXPRESS CO | COM | 025816109 | 601 | 13,394 | SH | | X | | |
| AMGEN INC | COM | 031162100 | 435 | 7,918 | SH | | X | | |
| AMPHENOL CORP NEW | CL A | 032095101 | 232 | 5,701 | SH | | X | | |

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| | | | | | | |
|------------------------------|----------------|-----------|-------|------------|---|---|
| APACHE CORP | COM | 037411105 | 259 | 3,234 SH | X | |
| APPLE INC | COM | 037833100 | 1,435 | 3,762 SH | X | |
| APPLIED MATLS INC | COM | 038222105 | 318 | 30,738 SH | X | |
| ARCHER DANIELS MIDLAND CO | COM | 039483102 | 335 | 13,509 SH | X | |
| ASTRAZENECA PLC | SPONSORED ADR | 046353108 | 371 | 8,366 SH | X | |
| ASTRAZENECA PLC | SPONSORED ADR | 046353108 | 19 | 424 SH | | X |
| ATMEL CORP | COM | 049513104 | 165 | 20,490 SH | X | |
| AUTODESK INC | COM | 052769106 | 291 | 10,473 SH | X | |
| BCE INC | COM NEW | 05534B760 | 230 | 6,152 SH | X | |
| BCE INC | COM NEW | 05534B760 | 21 | 571 SH | | X |
| BP PLC | SPONSORED ADR | 055622104 | 206 | 5,700 SH | X | |
| BP PLC | SPONSORED ADR | 055622104 | 101 | 2,800 SH | | X |
| BANCO SANTANDER BRASIL S A | ADS REP 1 UNIT | 05967A107 | 74 | 10,155 SH | X | |
| BANCORPSOUTH INC | COM | 059692103 | 8,687 | 989,430 SH | X | |
| BANCORPSOUTH INC | COM | 059692103 | 98 | 11,192 SH | | X |
| BANK OF AMERICA CORPORATION | COM | 060505104 | 80 | 13,114 SH | X | |
| BANK OF THE OZARKS INC | COM | 063904106 | 2,514 | 120,102 SH | X | |
| BAXTER INTL INC | COM | 071813109 | 609 | 10,855 SH | X | |
| BE AEROSPACE INC | COM | 073302101 | 240 | 7,245 SH | X | |
| BERKSHIRE HATHAWAY INC DEL | CL B NEW | 084670702 | 808 | 11,371 SH | X | |
| BRISTOL MYERS SQUIBB CO | COM | 110122108 | 536 | 17,081 SH | X | |
| BRISTOL MYERS SQUIBB CO | COM | 110122108 | 30 | 965 SH | | X |
| BROADCOM CORP | CL A | 111320107 | 442 | 13,268 SH | X | |
| CVS CAREMARK CORPORATION | COM | 126650100 | 202 | 6,002 SH | X | |
| CATERPILLAR INC DEL | COM | 149123101 | 349 | 4,726 SH | X | |
| CELESTICA INC | SUB VTG SHS | 15101Q108 | 126 | 17,382 SH | X | |
| CELGENE CORP | COM | 151020104 | 436 | 7,046 SH | X | |
| CEPHEID | COM | 15670R107 | 313 | 8,062 SH | X | |
| CENTURYLINK INC | COM | 156700106 | 201 | 6,078 SH | X | |
| CENTURYLINK INC | COM | 156700106 | 14 | 425 SH | | X |
| CHEVRON CORP NEW | COM | 166764100 | 1,775 | 19,171 SH | X | |
| CHEVRON CORP NEW | COM | 166764100 | 673 | 7,271 SH | | X |
| CITIZENS HLDG CO MISS | COM | 174715102 | 2,940 | 158,987 SH | X | |
| CLIFFS NATURAL RESOURCES INC | COM | 18683K101 | 331 | 6,466 SH | X | |
| COCA COLA CO | COM | 191216100 | 605 | 8,959 SH | X | |
| 1COCA COLA CO | COM | 191216100 | 331 | 4,900 SH | | X |
| COLGATE PALMOLIVE CO | COM | 194162103 | 247 | 2,781 SH | X | |
| COLUMBIA ACORN TR | INTL SELECT Z | 197199763 | 397 | 16,040 SH | X | |
| COLUMBIA FDS SER TR | LARGCAP VAL Z | 19765H149 | 446 | 46,957 SH | X | |
| COLUMBIA FDS SER TR | MARS GRWTH Z | 19765H180 | 596 | 32,394 SH | X | |
| COLUMBIA FDS SER TR | INTL VAL CL Z | 19765H586 | 179 | 14,651 SH | X | |
| COLUMBIA FDS SER TR | SMALL COS Z | 19765J723 | 127 | 12,512 SH | X | |
| COLUMBIA FDS SER TR | SMLCP VAL II Z | 19765J764 | 134 | 11,757 SH | X | |
| CONCHO RES INC | COM | 20605P101 | 294 | 4,130 SH | X | |
| CONOCOPHILLIPS | COM | 20825C104 | 513 | 8,096 SH | X | |

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| NAME OF ISSUER | TITLE OF CLASS | CUSIP | MKT VAL x 1000 | Shares/ PRN Amt | SH/ PRN | PUT/ CALL | INVESTMENT DISCRETION | | |
|----------------|----------------|-----------|-------------------|--------------------|------------|--------------|--------------------------|------------|------------|
| | | | | | | | SOLE (A) | SHR (B) | OTH (C) |
| CONOCOPHILLIPS | COM | 20825C104 | 18 | 281 SH | | | | | X |

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|------------------------------|----------------|-----------|--------|--------------|--|---|
| MONTGOMERY EXPLORATION 10.87 | | 216000992 | 228 | 1 SH | | X |
| COOPER TIRE & RUBR CO | COM | 216831107 | 144 | 13,200 SH | | X |
| CORNING INC | COM | 219350105 | 386 | 31,247 SH | | X |
| CUMMINS INC | COM | 231021106 | 219 | 2,677 SH | | X |
| CYPRESS SEMICONDUCTOR CORP | COM | 232806109 | 184 | 12,302 SH | | X |
| DWS VALUE SER INC | SMCP VALF INST | 23338F754 | 12,619 | 428,500 SH | | X |
| DWS VALUE SER INC | SMCP VALF INST | 23338F754 | 90 | 3,069 SH | | X |
| DANAHER CORP DEL | COM | 235851102 | 203 | 4,851 SH | | X |
| DEERE & CO | COM | 244199105 | 907 | 14,049 SH | | X |
| DELTIC TIMBER CORP | COM | 247850100 | 377 | 6,324 SH | | X |
| DELTIC TIMBER CORP | COM | 247850100 | 24,812 | 415,743 SH | | X |
| DENBURY RES INC | COM NEW | 247916208 | 216 | 18,814 SH | | X |
| DEVON ENERGY CORP NEW | COM | 25179M103 | 297 | 5,357 SH | | X |
| DODGE & COX STK FD | COM | 256219106 | 26,745 | 291,216 SH | | X |
| DODGE & COX STK FD | COM | 256219106 | 198 | 2,159 SH | | X |
| DOLLAR TREE INC | COM | 256746108 | 462 | 6,144 SH | | X |
| DOMINION RES INC VA NEW | COM | 25746U109 | 373 | 7,353 SH | | X |
| DOMINION RES INC VA NEW | COM | 25746U109 | 25 | 494 SH | | X |
| DUKE ENERGY CORP NEW | COM | 26441C105 | 383 | 19,172 SH | | X |
| DUKE ENERGY CORP NEW | COM | 26441C105 | 21 | 1,054 SH | | X |
| E M C CORP MASS | COM | 268648102 | 274 | 13,077 SH | | X |
| ERHC ENERGY INC | COM | 26884J104 | 1 | 10,000 SH | | X |
| EMERSON ELEC CO | COM | 291011104 | 794 | 19,210 SH | | X |
| EXPRESS SCRIPTS INC | COM | 302182100 | 855 | 23,077 SH | | X |
| EXXON MOBIL CORP | COM | 30231G102 | 4,654 | 64,080 SH | | X |
| EXXON MOBIL CORP | COM | 30231G102 | 1,063 | 14,630 SH | | X |
| FEDERATED EQUITY FDS | INTRCONTL INST | 314172461 | 26,957 | 679,696 SH | | X |
| FEDERATED EQUITY FDS | INTRCONTL INST | 314172461 | 189 | 4,764 SH | | X |
| FIDELITY CONTRAFUND INC | NEW INSIGHTS I | 316071604 | 27,289 | 1,474,286 SH | | X |
| FIDELITY CONTRAFUND INC | NEW INSIGHTS I | 316071604 | 209 | 11,268 SH | | X |
| FIDELITY PURITAN TR | LOW PRICE STK | 316345305 | 14,101 | 429,897 SH | | X |
| FIDELITY PURITAN TR | LOW PRICE STK | 316345305 | 148 | 4,499 SH | | X |
| FIRSTENERGY CORP | COM | 337932107 | 217 | 4,831 SH | | X |
| GENERAL ELECTRIC CO | COM | 369604103 | 611 | 40,157 SH | | X |
| GENERAL MLS INC | COM | 370334104 | 362 | 9,404 SH | | X |
| GLAXOSMITHKLINE PLC | SPONSORED ADR | 37733W105 | 279 | 6,762 SH | | X |
| GLAXOSMITHKLINE PLC | SPONSORED ADR | 37733W105 | 25 | 597 SH | | X |
| GOOGLE INC | CL A | 38259P508 | 658 | 1,278 SH | | X |
| GROWTH FD AMER INC | CL R-5 SHARES | 399874833 | 203 | 7,620 SH | | X |
| RESTER ENTERPRISES LP 5% INT | | 404005993 | 216 | 1 SH | | X |
| RESTER ENTERPRISES LP 8% INT | | 405002999 | 346 | 1 SH | | X |
| HALLIBURTON CO | COM | 406216101 | 381 | 12,481 SH | | X |
| RESTER ENTERPRISES LP 8% INT | | 407000991 | 346 | 1 SH | | X |
| DAVIS FAMILY HOLDINGS LP | | 419002993 | 880 | 0 SH | | X |
| HEINZ H J CO | COM | 423074103 | 327 | 6,470 SH | | X |
| HEINZ H J CO | COM | 423074103 | 25 | 501 SH | | X |
| HESS CORP | COM | 42809H107 | 230 | 4,388 SH | | X |
| KEY COLONY | | 430004994 | 809 | 1 SH | | X |
| JOHNSTON ENTERPRISES, L.P. | | 432004992 | 1,380 | 54 SH | | X |
| 1GURDON TIMBER LTD 36.494% | | 434002994 | 417 | 1 SH | | X |
| WOODLAND HILLS LIMITED PARTN | | 435001995 | 220 | 25 SH | | X |
| SUNNYDALE LIMITED PARTNERSHI | | 436001994 | 1,558 | 88 SH | | X |
| WEH PROPERTIES LIMITED PARTN | | 436002992 | 410 | 86 SH | | X |
| CRICKET LIMITED PARTNERSHIP | | 436003990 | 889 | 28 SH | | X |
| MCM TIMBER 3.021% INTEREST | | 438002990 | 255 | 1 SH | | X |
| MCM TIMBER 3.020% INTEREST | | 438003998 | 255 | 1 SH | | X |
| HONEYWELL INTL INC | COM | 438516106 | 227 | 5,170 SH | | X |
| MARIE P CARTER ENTERPRISES L | | 439004995 | 1,636 | 1 SH | | X |
| OAK GROVE LAND CO, L.P. 12.5 | | 440000990 | 294 | 3 SH | | X |
| REED HOLDINGS PARTNERSHIP, L | | 441002995 | 1,240 | 71 SH | | X |
| HOSPIRA INC | COM | 441060100 | 267 | 7,209 SH | | X |
| HOSPIRA INC | COM | 441060100 | 15 | 400 SH | | X |

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|------------------------------|-----------|-------|-----------|---|
| MCM TIMBER 12% INTEREST | 442000998 | 1,012 | 1 SH | X |
| CABEARK, LP 35.4444% INTERES | 443003991 | 1,431 | 1 SH | X |
| DCT OPERATING PARTNERSHIP | 443004999 | 553 | 75,518 SH | X |

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|------------------------------|-----------------|-----------|-------------------|--------------------|--------------|--------------|--------------------------|------------|------------|
| | | | | | | | SOLE (A) | SHR (B) | OTH (C) |
| CABEARK, LP 63.5556% INTERES | | 444003990 | 2,527 | | 1 SH | | X | | |
| CABE-LONG PROPERTIES, LTD | | 444005995 | 287 | | 4 SH | | X | | |
| MCMILLON PROPERTIES L/P | | 445000995 | 2,162 | | 96 SH | | X | | |
| CABE-LONG PROPERTIES, LTD | | 445001993 | 1,580 | | 4 SH | | X | | |
| CABE-LONG PROPERTIES, LTD | | 445003999 | 533 | | 1 SH | | X | | |
| 1.08% LLC INTEREST IN | | 448005991 | 300 | | 1 SH | | X | | |
| TALL PINES, LLC | | 449001999 | 963 | | 50 SH | | X | | |
| DONOVAN INVESTMENTS, LLC | | 449003995 | 4,618 | | 99 SH | | X | | |
| TPH ENERGY EQUITY FUND LP | | 450005996 | 1,004 | | 1 SH | | | | X |
| IAMGOLD CORP | COM | 450913108 | 203 | | 10,246 SH | | X | | |
| LONGENECKER EQUITY II, LLC | | 451000996 | 4,201 | | 99 SH | | | | X |
| DTL, SR., L.P | | 452002991 | 7,355 | | 53 SH | | X | | |
| 10.0% INTEREST IN MCM TIMBER | | 452005994 | 1,673 | | 2 SH | | X | | |
| INTEL CORP | COM | 458140100 | 558 | | 26,135 SH | | X | | |
| INTEL CORP | COM | 458140100 | 68 | | 3,200 SH | | | | X |
| INTERCONTINENTALEXCHANGE INC | COM | 45865V100 | 221 | | 1,867 SH | | X | | |
| INTERNATIONAL BUSINESS MACHS | COM | 459200101 | 1,086 | | 6,212 SH | | X | | |
| INVESTMENT CO AMER | CL A | 461308108 | 836 | | 33,865 SH | | X | | |
| ISHARES TR | MSCI EMERG MKT | 464287234 | 450 | | 12,833 SH | | X | | |
| JPMORGAN CHASE & CO | COM | 46625H100 | 291 | | 9,646 SH | | X | | |
| JPMORGAN CHASE & CO | COM | 46625H100 | 59 | | 1,956 SH | | | | X |
| JANUS INVT FD | GLOBAL SEL FD T | 471023648 | 158 | | 17,287 SH | | X | | |
| JOHN HANCOCK FDS III | DISC VAL MCP I | 47803W406 | 12,574 | | 1,262,498 SH | | X | | |
| JOHN HANCOCK FDS III | DISC VAL MCP I | 47803W406 | 86 | | 8,657 SH | | | | X |
| JOHNSON & JOHNSON | COM | 478160104 | 1,520 | | 23,861 SH | | X | | |
| JOHNSON & JOHNSON | COM | 478160104 | 375 | | 5,890 SH | | | | X |
| JOHNSON CTLS INC | COM | 478366107 | 201 | | 7,614 SH | | X | | |
| JUNIPER NETWORKS INC | COM | 48203R104 | 208 | | 12,079 SH | | X | | |
| KIMBERLY CLARK CORP | COM | 494368103 | 381 | | 5,365 SH | | X | | |
| KIMBERLY CLARK CORP | COM | 494368103 | 27 | | 385 SH | | | | X |
| KRAFT FOODS INC | CL A | 50075N104 | 231 | | 6,878 SH | | X | | |
| LILLY ELI & CO | COM | 532457108 | 273 | | 7,378 SH | | X | | |
| LILLY ELI & CO | COM | 532457108 | 51 | | 1,371 SH | | | | X |
| LONGLEAF PARTNERS FDS TR | SH BEN INT | 543069108 | 219 | | 8,830 SH | | X | | |
| LORD ASSET MGMT TR | T WHITE INTL | 543917108 | 169 | | 11,912 SH | | X | | |
| MANULIFE FINL CORP | COM | 56501R106 | 147 | | 12,945 SH | | X | | |
| MCDONALDS CORP | COM | 580135101 | 705 | | 8,025 SH | | X | | |
| MCDONALDS CORP | COM | 580135101 | 15 | | 172 SH | | | | X |
| MEDNAX INC | COM | 58502B106 | 323 | | 5,162 SH | | X | | |
| MEDTRONIC INC | COM | 585055106 | 262 | | 7,875 SH | | X | | |
| MICROSOFT CORP | COM | 594918104 | 934 | | 37,508 SH | | X | | |
| COLLABRX SER A PFD STOCK | | 601A4X997 | 634 | | 446,227 SH | | | | X |
| MONTGOMERY EXPLORATION | | 601A5Z991 | 296 | | 1 SH | | X | | |

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|-----------------------------|-----------------|-----------|---------|--------------|---|---|
| MOTOROLA MOBILITY HLDGS INC | COM | 620097105 | 365 | 9,672 SH | X | |
| 1MURPHY OIL CORP | COM | 626717102 | 3,569 | 80,824 SH | X | |
| MURPHY OIL CORP | COM | 626717102 | 330,723 | 7,489,209 SH | | X |
| MUTUAL SER FD INC | SHS FD CL Z | 628380107 | 290 | 15,836 SH | | X |
| MUTUAL SER FD INC | BEACON FD Z | 628380305 | 145 | 13,366 SH | | X |
| MUTUAL SER FD INC | GBL DISCVR FD Z | 628380404 | 30,519 | 1,192,133 SH | X | |
| MUTUAL SER FD INC | GBL DISCVR FD Z | 628380404 | 204 | 7,973 SH | | X |
| MYLAN INC | COM | 628530107 | 184 | 10,814 SH | X | |
| NATIONAL GRID PLC | SPON ADR NEW | 636274300 | 208 | 4,196 SH | X | |
| NATIONAL GRID PLC | SPON ADR NEW | 636274300 | 21 | 430 SH | | X |
| NATIONAL OILWELL VARCO INC | COM | 637071101 | 302 | 5,896 SH | X | |
| NETAPP INC | COM | 64110D104 | 474 | 13,970 SH | X | |
| NEW PERSPECTIVE FD INC | COM | 648018109 | 631 | 25,380 SH | X | |
| NORDSTROM INC | COM | 655664100 | 331 | 7,247 SH | X | |
| NORFOLK SOUTHERN CORP | COM | 655844108 | 495 | 8,114 SH | X | |
| OGX PETROLEO E GAS PART S A | SPONS ADR | 670849108 | 74 | 11,843 SH | X | |
| O REILLY AUTOMOTIVE INC NEW | COM | 67103H107 | 633 | 9,503 SH | X | |
| OCCIDENTAL PETE CORP DEL | COM | 674599105 | 201 | 2,815 SH | X | |
| ON SEMICONDUCTOR CORP | COM | 682189105 | 179 | 24,900 SH | X | |
| ORACLE CORP | COM | 68389X105 | 303 | 10,550 SH | X | |
| PDL BIOPHARMA INC | COM | 69329Y104 | 167 | 30,000 SH | | X |
| PEPSICO INC | COM | 713448108 | 637 | 10,288 SH | X | |
| PEPSICO INC | COM | 713448108 | 68 | 1,100 SH | | X |

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| NAME OF ISSUER | TITLE OF CLASS | CUSIP | MKT VAL x 1000 | Shares/ PRN Amt | SH/ PRN | PUT/ CALL | INVESTMENT DISCRETION | | |
|------------------------------|----------------|-----------|-------------------|--------------------|------------|--------------|--------------------------|------------|------------|
| | | | | | | | SOLE (A) | SHR (B) | OTH (C) |
| PFIZER INC | COM | 717081103 | 441 | 24,962 SH | | | X | | |
| PFIZER INC | COM | 717081103 | 25 | 1,420 SH | | | | | X |
| PHILIP MORRIS INTL INC | COM | 718172109 | 912 | 14,621 SH | | | X | | |
| PHILIP MORRIS INTL INC | COM | 718172109 | 22 | 345 SH | | | | | X |
| POTASH CORP SASK INC | COM | 73755L107 | 438 | 10,140 SH | | | X | | |
| PRAXAIR INC | COM | 74005P104 | 311 | 3,332 SH | | | X | | |
| PRECISION CASTPARTS CORP | COM | 740189105 | 363 | 2,333 SH | | | X | | |
| PRICE T ROWE GROUP INC | COM | 74144T108 | 869 | 18,199 SH | | | X | | |
| PRICE T ROWE GROWTH STK FD I | COM | 741479109 | 27,347 | 944,960 SH | | | X | | |
| PRICE T ROWE GROWTH STK FD I | COM | 741479109 | 258 | 8,903 SH | | | | | X |
| PRICELINE COM INC | COM NEW | 741503403 | 275 | 611 SH | | | X | | |
| PROCTER & GAMBLE CO | COM | 742718109 | 2,421 | 38,314 SH | | | X | | |
| PROCTER & GAMBLE CO | COM | 742718109 | 390 | 6,173 SH | | | | | X |
| PROGRESS ENERGY RES CORP | COM | 74326Y107 | 152 | 12,327 SH | | | X | | |
| PROGRESS ENERGY INC | COM | 743263105 | 255 | 4,924 SH | | | X | | |
| PROGRESS ENERGY INC | COM | 743263105 | 17 | 321 SH | | | | | X |
| QUALCOMM INC | COM | 747525103 | 238 | 4,900 SH | | | X | | |
| RALCORP HLDGS INC NEW | COM | 751028101 | 450 | 5,863 SH | | | X | | |
| RAYTHEON CO | COM NEW | 755111507 | 240 | 5,882 SH | | | X | | |
| REGIONS FINANCIAL CORP NEW | COM | 7591EP100 | 107 | 32,048 SH | | | X | | |
| REGIONS FINANCIAL CORP NEW | COM | 7591EP100 | 7 | 2,205 SH | | | | | X |
| REYNOLDS AMERICAN INC | COM | 761713106 | 204 | 5,431 SH | | | X | | |
| REYNOLDS AMERICAN INC | COM | 761713106 | 19 | 510 SH | | | | | X |

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|------------------------------|----------------|-----------|--------|-----------|----|---|--|---|
| ROWE T PRICE EQUITY INCOME F | SH BEN INT | 779547108 | 27,729 | 1,339,563 | SH | X | | |
| ROWE T PRICE EQUITY INCOME F | SH BEN INT | 779547108 | 203 | 9,796 | SH | | | X |
| ROWE T PRICE MID-CAP GROWTH | COM | 779556109 | 41,732 | 799,764 | SH | X | | |
| ROWE T PRICE MID-CAP GROWTH | COM | 779556109 | 307 | 5,875 | SH | | | X |
| ROWE T PRICE INTL FDS INC | GRW & INCM FD | 77956H849 | 241 | 21,488 | SH | X | | |
| ROWE T PRICE MID CAP VALUE F | COM | 77957Y106 | 212 | 10,220 | SH | X | | |
| ROYAL DUTCH SHELL PLC | SPON ADR B | 780259107 | 300 | 4,837 | SH | X | | |
| ROYAL DUTCH SHELL PLC | SPON ADR B | 780259107 | 121 | 1,947 | SH | | | X |
| ROYAL DUTCH SHELL PLC | SPONS ADR A | 780259206 | 93 | 1,506 | SH | X | | |
| ROYAL DUTCH SHELL PLC | SPONS ADR A | 780259206 | 199 | 3,237 | SH | | | X |
| ROYCE FD | PENN MUT INV | 780905840 | 27,377 | 2,779,409 | SH | X | | |
| ROYCE FD | PENN MUT INV | 780905840 | 197 | 19,957 | SH | | | X |
| SPDR GOLD TRUST | GOLD SHS | 78463V107 | 304 | 1,924 | SH | X | | |
| SCHLUMBERGER LTD | COM | 806857108 | 274 | 4,583 | SH | X | | |
| SHERWIN WILLIAMS CO | COM | 824348106 | 240 | 3,235 | SH | X | | |
| 1SIMMONS 1ST NATL CORP | CL A \$1 PAR | 828730200 | 229 | 10,566 | SH | X | | |
| SOUTHERN CO | COM | 842587107 | 3,026 | 71,425 | SH | X | | |
| SOUTHERN CO | COM | 842587107 | 225 | 5,317 | SH | | | X |
| SPRINT NEXTEL CORP | COM SER 1 | 852061100 | 243 | 80,040 | SH | X | | |
| STRYKER CORP | COM | 863667101 | 414 | 8,792 | SH | X | | |
| TARGET CORP | COM | 87612E106 | 593 | 12,097 | SH | X | | |
| THORATEC CORP | COM NEW | 885175307 | 219 | 6,718 | SH | X | | |
| TIFFANY & CO NEW | COM | 886547108 | 218 | 3,583 | SH | X | | |
| TRIMBLE NAVIGATION LTD | COM | 896239100 | 400 | 11,910 | SH | X | | |
| TRUSTMARK CORP | COM | 898402102 | 253 | 13,965 | SH | X | | |
| USA TRUCK INC | COM | 902925106 | 121 | 15,613 | SH | X | | |
| UNILEVER N V | N Y SHS NEW | 904784709 | 206 | 6,534 | SH | X | | |
| UNION PAC CORP | COM | 907818108 | 191 | 2,342 | SH | X | | |
| UNION PAC CORP | COM | 907818108 | 359 | 4,400 | SH | | | X |
| UNITED TECHNOLOGIES CORP | COM | 913017109 | 366 | 5,204 | SH | X | | |
| V F CORP | COM | 918204108 | 450 | 3,702 | SH | X | | |
| VANGUARD WORLD FD | MEGA CAP INDEX | 921910873 | 3,179 | 81,964 | SH | X | | |
| VANGUARD TAX-MANAGED INTL FD | MSCI EAFE ETF | 921943858 | 1,293 | 42,920 | SH | X | | |
| VANGUARD INDEX FDS | 500 PORTFOLIO | 922908108 | 227 | 2,182 | SH | X | | |
| VANGUARD INDEX FDS | 500 PORTFOLIO | 922908108 | 83 | 795 | SH | | | X |
| VANGUARD INDEX FDS | MID CAP ETF | 922908629 | 2,003 | 30,762 | SH | X | | |
| VANGUARD INDEX FDS | SMALL CP ETF | 922908751 | 1,302 | 21,215 | SH | X | | |
| VERIZON COMMUNICATIONS INC | COM | 92343V104 | 590 | 16,035 | SH | X | | |
| VERIZON COMMUNICATIONS INC | COM | 92343V104 | 55 | 1,492 | SH | | | X |

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| NAME OF ISSUER | TITLE OF CLASS | CUSIP | MKT VAL x 1000 | Shares/ PRN Amt | SH/ PRN | PUT/ CALL | INVESTMENT DISCRETION | | |
|----------------------------|----------------|-----------|-------------------|--------------------|------------|--------------|--------------------------|------------|------------|
| | | | | | | | SOLE (A) | SHR (B) | OTH (C) |
| VISA INC | COM CL A | 92826C839 | 302 | 3,526 | SH | | X | | |
| VODAFONE GROUP PLC NEW | SPONS ADR NEW | 92857W209 | 478 | 18,615 | SH | | X | | |
| VODAFONE GROUP PLC NEW | SPONS ADR NEW | 92857W209 | 35 | 1,352 | SH | | | | X |
| WAL MART STORES INC | COM | 931142103 | 1,107 | 21,335 | SH | | X | | |
| WASHINGTON MUT INVS FD INC | COM | 939330106 | 752 | 29,311 | SH | | X | | |
| WESTERN UN CO | COM | 959802109 | 328 | 21,483 | SH | | X | | |
| YUM BRANDS INC | COM | 988498101 | 1,133 | 22,940 | SH | | X | | |

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FINAL TOTALS

776,438 23,887,216

FORM 13F INFORMATION TABLE

ENTRY TOTAL

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