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PATTERSON AUBREY BURNS JR

Form 4/A

September 30, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

5 Relationship of Reporting Person(s) to

January 31, 2005

0.5

Estimated average

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OMB APPROVAL

if no longer subject to Section 16. Form 4 or Form 5

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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

1(b).

(Print or Type Responses)

1 Name and Address of Reporting Person *

PATTERSON AUBREY BURNS J	2. Issuer Name and Ticker or Trading Symbol BANCORPSOUTH INC [BXS]	Issuer (Check all applicable)			
(Last) (First) (Middle) P.O. BOX 789	3. Date of Earliest Transaction (Month/Day/Year) 09/22/2008	_X_ Director 10% Owner Selfow) Chairman & CEO			
(Street) TUPELO, MS 38802	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-Derivative Securities Ac	equired, Disposed of, or Beneficially Owned			
(Instr. 3) any	emed 3. 4. Securities Acquired on Date, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) /Day/Year) (Instr. 8) (A) or Code V Amount (D) Pric	Beneficially Form: Direct Beneficial Owned (D) or Ownership Following Indirect (I) (Instr. 4) Reported (Instr. 4) Transaction(s) (Instr. 3 and 4)			
Common Stock 09/22/2008	J $\begin{array}{ccc} 54,240 & \$ \\ \frac{(1)}{(2)} & 2 & 0 & \frac{(2)}{(2)} \end{array}$	1 340,909 D			
Common 09/22/2008	S $760\frac{(2)}{2}$ D 30.4	1 340,149 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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securit	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration		or		
						Exercisable Date	Date		Number		
				C 1 W	(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

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

PATTERSON AUBREY BURNS JR

P.O. BOX 789 X Chairman & CEO

TUPELO, MS 38802

Signatures

/s/ Aubrey 09/30/2008 Patterson

**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).

As previously reported, a total of 55,000 shares were sold on 9/22/08. However, as a result of a computer network outage at the

(1) Shares sold to cover option exercise price and/or tax liability of stock option exercised.

clearinghouse, these shares were not sold at the price originally reported. On 9/30/08, the clearinghouse notified Mr. Patterson that the shares were sold at a price of \$30.41 per share instead of \$29.75 per share, as originally reported. Based on the corrected sales price, the **(2)** number of shares required to be sold to cover the option exercise price and/or tax liability was determined to be 54,240 instead of 55,000. The difference between the number of shares reported on 9/22/08 and the number actually required to be sold to cover the option exercise price and/or tax liability (760 shares) is now being reported as an open market sale.

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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