#### FRANKLIN HASSELL HENRY

Form 4

October 09, 2008

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

#### Check this box if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to **SECURITIES** Section 16. Form 4 or

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).

(Last)

(City)

Form 5

obligations

may continue.

See Instruction

(Print or Type Responses)

P. O. DRAWER 569

1. Name and Address of Reporting Person \* FRANKLIN HASSELL HENRY

(First)

(State)

2. Issuer Name and Ticker or Trading Symbol

BANCORPSOUTH INC [BXS]

3. Date of Earliest Transaction

(Month/Day/Year) 10/08/2008

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

**OMB** 

Number:

Expires:

response...

Estimated average

burden hours per

**OMB APPROVAL** 

3235-0287

January 31,

7. Nature

of Indirect

Beneficial

Ownership

(Instr. 4)

Ownership

or Indirect

(Instr. 4)

2005

0.5

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

6. Individual or Joint/Group Filing(Check Applicable Line)

5. Amount of

Transaction(s)

(Instr. 3 and 4)

Securities

\_X\_ 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

HOUSTON, MS 38851-0000

1.Title of 2. Transaction Date 2A. Deemed 4. Securities Acquired (A) Security (Month/Day/Year) Execution Date, if Transactionor Disposed of (D) (Instr. 3) Code (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8)

(A)

Code V Amount Price

293.9008 Common 10/08/2008 Stock

(Middle)

(Zip)

28.07

1,129,038.7123

Beneficially Owned Form:

Following Reported Direct (D)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

9. Nu 1. Title of 3. Transaction Date 3A. Deemed 6. Date Exercisable and 7. Title and 8. Price of Derivative Conversion (Month/Day/Year) Execution Date, if TransactionNumber **Expiration Date** Amount of Derivative Deriv

### Edgar Filing: FRANKLIN HASSELL HENRY - Form 4

Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code of (Month/Day/Year) (Instr. 8) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		/Year)	Underlyi Securitie (Instr. 3	es	Security (Instr. 5)	Secur Bene Owne Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	or Ni of	umber	

### **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
FRANKLIN HASSELL HENRY P. O. DRAWER 569 HOUSTON, MS 38851-0000	X						

## **Signatures**

Franklin,
Hassell H.

\*\*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) Stock granted as compensation pursuant to the BancorpSouth, Inc. Director Fee Stock Plan.

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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