RENASANT CORP Form 4 July 03, 2007

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

(Check all applicable)

Issuer

January 31, 2005

0.5

Estimated average burden hours per

OMB APPROVAL

response...

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

may continue.

Check this box

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

2. Issuer Name and Ticker or Trading

RENASANT CORP [RNST]

Symbol

1(b).

(Print or Type Responses)

GREGORY JOHN W JR

1. Name and Address of Reporting Person *

07/01/2007

07/01/2007

Stock

Stock

Common

	(Last)	(First)	(Middle)	3. Date of	Earliest Tra	ansaction					
1013 OVERHILLS COURT				(Month/Day/Year) 07/01/2007				Director 10% Owner Other (give title Other (specify below) Sr Exec Vice President			
(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			
OLD HICKORY, TN 37138									Form filed by More than One Reporting Person		
	(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										
	1.Title of Security (Instr. 3)	2. Transaction (Month/Day/Ye	ear) Executi any	emed ion Date, if /Day/Year)	3. Transactic Code (Instr. 8)	4. Securit on(A) or Dis (D) (Instr. 3, 4)	sposed	of	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 Indirect Beneficial Ownership (Instr. 4)
	Common Stock	07/01/2007			A	45,835	A	(<u>1</u>)	45,835	D	
	Common Stock	07/01/2007			A	5,760	A	(1)	5,760	D	
	Common Stock	07/01/2007			A	2,325	A	(1)	2,325	I	Cust. for Child
	Common	07/01/2007			Δ	1 595	Δ	(1)	1 505	T	Family

A

A

1,595

1,023

Α

A

<u>(1)</u>

<u>(1)</u>

1,595

1,023

I

Trust

Spouse

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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. Transactio Code (Instr. 8)	5. Number of onDerivative 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 Underlying Securitie (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amour Number Shares
Phantom Stock	(2)	07/01/2007		A	306.89	(2)	(2)	Common Stock	306
Stock Option (Right to Buy)	\$ 10.17	07/01/2007		A	1,898.85	07/01/2007	04/18/2014	Common Stock	1,89
Stock Option (Right to Buy)	\$ 15.21	07/01/2007		A	8,228.35	07/01/2007	05/30/2016	Common Stock	8,22
Stock Option (Right to Buy)	\$ 8.95	07/01/2007		A	12,659	07/01/2007	02/03/2014	Common Stock	12,0
Stock Option (Right to Buy)	\$ 8.95	07/01/2007		A	12,659	07/01/2007	02/03/2014	Common Stock	12,0
Stock Option (Right to Buy)	\$ 5.04	07/01/2007		A	20,677.21	07/01/2007	03/15/2012	Common Stock	20,67

Reporting Owners

Reporting Owner Name / Address	Relationships						
•	Director	10% Owner	Officer	Other			
GREGORY JOHN W JR			Sr Exec Vice President				
1013 OVERHILLS COURT							

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OLD HICKORY, TN 37138

Signatures

John W. 07/03/2007 Gregory

**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).
- Received on July 1, 2007 in connection with the merger of Capital Bancorp, Inc. (CPBB, "Capital") with and into Renasant Corporation (the "Company"), based on the reporting person's election of merger consideration from (1) \$38.00 in cash for each share of Capital common stock, (2) 1.2659 shares of Company common stock for each share of Capital common stock, or (3) a combination consisting of 40% cash and 60% Renasant common stock.
 - In connection with the Company's merger with Capital Bancorp, Inc. ("Capital"), the Company assumed the Capital Director Deferred Stock Compensation Plan (the "Predecessor Plan"). On July 1, 2007, the effective time of the merger, the balance of the reporting person's account in the Predecessor Plan was converted into Company phantom stock units, adjusted by multiplying the number of units in the reporting person's account by 1,2659, the exchange ratio in the merger. The phantom units are settled 100% in the Company's common
- reporting person's account by 1.2659, the exchange ratio in the merger. The phantom units are settled 100% in the Company's common stock in accordance with the provisions of the Predecessor Plan and the reporting person's deferral election thereunder as in effect on July 1, 2007. The conversion or exercise price is one phantom stock unit for one share of the Company's common stock.

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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