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BANCORPSOUTH INC  
Form 13F-HR  
October 10, 2012

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, 2012

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, 2012

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[Signature] [City State] [Date]

Report Type (Check only one.):

[X] 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.

## FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers:	1
Form 13F Information Table Entry Total:	279
Form 13F Information Table Value Total:	805,547
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	(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
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1	28-10939	BancorpSouth Bank

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	MKT VAL x 1000	Shares/ PRN Amt	SH/ PRN	PUT/ CALL	SOLE (A)	SHR (B)	OTH (C)	INVESTMENT DISCRETION
-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----
COOPER INDUSTRIES PLC	SHS	G24140108	326	4,344	SH		X			X
INGERSOLL-RAND PLC	SHS	G47791101	260	5,798	SH		X			X
WILLIS GROUP HOLDINGS PUBLIC	SHS	G96666105	207	5,611	SH		X			X
ACE LTD	SHS	H0023R105	306	4,044	SH		X			X
CHECK POINT SOFTWARE TECH LT	ORD	M22465104	335	6,946	SH		X			X
AERCAP HOLDINGS NV	SHS	N00985106	168	13,422	SH		X			X
ASML HOLDING N V	NY REG SHS	N07059186	210	3,919	SH		X			X
FLEXTRONICS INTL LTD	ORD	Y2573F102	705	117,565	SH		X			X
AT&T INC	COM	00206R102	1,540	40,846	SH		X			X
AT&T INC	COM	00206R102	235	6,228	SH		X			X
ABBOTT LABS	COM	2824100	1,152	16,802	SH		X			X
ABBOTT LABS	COM	2824100	283	4,130	SH		X			X
AETNA INC NEW	COM	00817Y108	421	10,635	SH		X			X
AFFILIATED MANAGERS GROUP	COM	8252108	355	2,884	SH		X			X
AIR PRODS & CHEMS INC	COM	9158106	580	7,019	SH		X			X
ALLERGAN INC	COM	18490102	420	4,591	SH		X			X
ALTRIA GROUP INC	COM	02209S103	884	26,462	SH		X			X
ALTRIA GROUP INC	COM	02209S103	33	996	SH		X			X
AMERICAN ELEC PWR INC	COM	25537101	212	4,822	SH		X			X
AMERICAN ELEC PWR INC	COM	25537101	9	213	SH		X			X

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AMERICAN EXPRESS CO	COM	25816109	750	13,194	SH	X
AMETEK INC NEW	COM	31100100	316	8,913	SH	X
AMGEN INC	COM	31162100	593	7,038	SH	X
ANCESTRY COM INC	COM	32803108	213	7,076	SH	X
APACHE CORP	COM	37411105	261	3,022	SH	X
APPLE INC	COM	37833100	1,558	2,335	SH	X
APPLIED MATLS INC	COM	38222105	305	27,305	SH	X
ARCHER DANIELS MIDLAND CO	COM	39483102	450	16,551	SH	X
ASTRAZENECA PLC	SPONSORED ADR	46353108	772	16,128	SH	X
ASTRAZENECA PLC	SPONSORED ADR	46353108	36	759	SH	X
ATMEL CORP	COM	49513104	80	15,189	SH	X
AUTODESK INC	COM	52769106	242	7,250	SH	X
BCE INC	COM NEW	05534B760	490	11,157	SH	X
BCE INC	COM NEW	05534B760	33	753	SH	X
BP PLC	SPONSORED ADR	55622104	214	5,050	SH	X
BP PLC	SPONSORED ADR	55622104	119	2,800	SH	X
BANCORPSOUTH INC	COM	59692103	13,108	889,309	SH	X
BANCORPSOUTH INC	COM	59692103	127	8,600	SH	X
BANK OF THE OZARKS INC	COM	63904106	4,140	120,102	SH	X
BAXTER INTL INC	COM	71813109	757	12,557	SH	X
BAYER A G	SPONSORED ADR	72730302	209	2,436	SH	X
BED BATH & BEYOND INC	COM	75896100	214	3,401	SH	X
BERKSHIRE HATHAWAY INC DEL	CL B NEW	84670702	915	10,371	SH	X
BRISTOL MYERS SQUIBB CO	COM	110122108	610	18,074	SH	X
BRISTOL MYERS SQUIBB CO	COM	110122108	30	878	SH	X
CVS CAREMARK CORPORATION	COM	126650100	433	8,938	SH	X
CATERPILLAR INC DEL	COM	149123101	431	5,004	SH	X
CELGENE CORP	COM	151020104	598	7,829	SH	X
CENTURYLINK INC	COM	156700106	523	12,943	SH	X
CENTURYLINK INC	COM	156700106	33	817	SH	X
CHEVRON CORP NEW	COM	166764100	2,247	19,278	SH	X
CHEVRON CORP NEW	COM	166764100	849	7,280	SH	X
CITIZENS HLDG CO MISS	COM	174715102	3,060	158,987	SH	X
1CITRIX SYS INC	COM	177376100	353	4,608	SH	X
COACH INC	COM	189754104	239	4,271	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)
COCA COLA CO	COM	191216100	707	18,637	SH	X			
COCA COLA CO	COM	191216100	373	9,830	SH	X			
COLGATE PALMOLIVE CO	COM	194162103	296	2,762	SH	X			
COLUMBIA ACORN TR	INTL SELECT Z	197199763	414	13,676	SH	X			
COLUMBIA FDS SER TR	LARGCAP VAL Z	19765H149	543	46,016	SH	X			
COLUMBIA FDS SER TR	MARS GRWTH Z	19765H180	753	32,394	SH	X			
COLUMBIA FDS SER TR	INTL VAL CL Z	19765H586	135	10,605	SH	X			
COLUMBIA FDS SER TR	SMALL COS Z	19765J723	163	12,512	SH	X			
COLUMBIA FDS SER TR	SMLCP VAL II Z	19765J764	174	11,757	SH	X			
COLUMBIA FDS SER TR I	MIDCP GWTH Z	19765P232	218	7,879	SH	X			
COMPANHIA ENERGETICA DE MINA	SP ADRN-V PFD	204409601	131	10,805	SH	X			

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CONCHO RES INC	COM	20605P101	341	3,604	SH	X
CONCUR TECHNOLOGIES INC	COM	206708109	246	3,337	SH	X
CONOCOPHILLIPS	COM	20825C104	770	13,460	SH	X
CONOCOPHILLIPS	COM	20825C104	32	555	SH	X
CORNING INC	COM	219350105	312	23,764	SH	X
CUMMINS INC	COM	231021106	274	2,971	SH	X
DWS VALUE SER INC	SMCP VALF INST	23338F754	15,088	412,473	SH	X
DWS VALUE SER INC	SMCP VALF INST	23338F754	133	3,627	SH	X
DANAHER CORP DEL	COM	235851102	429	7,771	SH	X
DEERE & CO	COM	244199105	894	10,840	SH	X
DELTIC TIMBER CORP	COM	247850100	413	6,324	SH	X
DELTIC TIMBER CORP	COM	247850100	21,047	322,504	SH	X
DENBURY RES INC	COM NEW	247916208	193	11,948	SH	X
DEVON ENERGY CORP NEW	COM	25179M103	341	5,632	SH	X
DIAGEO P L C	SPON ADR NEW	25243Q205	261	2,319	SH	X
DODGE & COX STK FD	COM	256219106	30,324	254,953	SH	X
DODGE & COX STK FD	COM	256219106	279	2,342	SH	X
DOLLAR TREE INC	COM	256746108	645	13,352	SH	X
DOMINION RES INC VA NEW	COM	25746U109	292	5,523	SH	X
DOMINION RES INC VA NEW	COM	25746U109	9	170	SH	X
DUKE ENERGY CORP NEW	COM NEW	26441C204	670	10,334	SH	X
DUKE ENERGY CORP NEW	COM NEW	26441C204	26	403	SH	X
E M C CORP MASS	COM	268648102	572	20,972	SH	X
ERHC ENERGY INC	COM	26884J104	1	10,000	SH	X
EATON CORP	COM	278058102	286	6,040	SH	X
EMERSON ELEC CO	COM	291011104	325	6,737	SH	X
EXELON CORP	COM	30161N101	318	8,940	SH	X
EXELON CORP	COM	30161N101	24	669	SH	X
EXPRESS SCRIPTS HLDG CO	COM	30219G108	1,242	19,833	SH	X
EXXON MOBIL CORP	COM	30231G102	5,057	55,298	SH	X
EXXON MOBIL CORP	COM	30231G102	1,265	13,830	SH	X
F M C CORP	COM NEW	302491303	218	3,932	SH	X
FEDERATED EQUITY FDS	INTRCON TL INST	314172461	17,569	374,280	SH	X
FEDERATED EQUITY FDS	INTRCON TL INST	314172461	146	3,119	SH	X
FEDERATED EQUITY FDS	STRG VAL DV INST	314172560	238	46,469	SH	X
FIDELITY CONTRAFUND INC	NEW INSIGHTS I	316071604	45,596	1,936,945	SH	X
FIDELITY CONTRAFUND INC	NEW INSIGHTS I	316071604	405	17,193	SH	X
FIRSTENERGY CORP	COM	337932107	201	4,557	SH	X
GAZPROM O A O	SPON ADR	368287207	149	14,686	SH	X
GENERAL ELECTRIC CO	COM	369604103	645	28,416	SH	X
GENERAL MLS INC	COM	370334104	253	6,360	SH	X
GILEAD SCIENCES INC	COM	375558103	476	7,181	SH	X
GLAXOSMITHKLINE PLC	SPONSORED ADR	37733W105	544	11,773	SH	X
GLAXOSMITHKLINE PLC	SPONSORED ADR	37733W105	36	779	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)
GOOGLE INC	CL A	38259P508	375	497	SH		X		
GROUPE CGI INC	CL A SU B VTG	39945C109	233	8,659	SH		X		

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RESTER ENTERPRISES LP 5% INT		404005993	216	1	SH	X
1RESTER ENTERPRISES LP 8% INT		405002999	346	1	SH	X
HALLIBURTON CO	COM	406216101	501	14,865	SH	X
RESTER ENTERPRISES LP 8% INT		407000991	346	1	SH	X
DAVIS FAMILY HOLDINGS LP		419002993	617	0	SH	X
HEINZ H J CO	COM	423074103	600	10,725	SH	X
HEINZ H J CO	COM	423074103	32	577	SH	X
HESS CORP	COM	42809H107	239	4,442	SH	X
KEY COLONY		430004994	792	1	SH	X
JOHNSTON ENTERPRISES, L.P.		432004992	1,380	54	SH	X
GURDON TIMBER LTD 36.494%		434002994	342	1	SH	X
WOODLAND HILLS LIMITED PARTN		435001995	205	25	SH	X
SUNNYDALE LIMITED PARTNER SHI		436001994	1,462	82	SH	X
WEH PROPERTIES LIMITED PARTN		436002992	381	80	SH	X
CRICKET LIMITED PARTNERSHIP		436003990	848	28	SH	X
MCM TIMBER 3.021% INTEREST		438002990	233	1	SH	X
MCM TIMBER 3.020% INTEREST		438003998	233	1	SH	X
HONEYWELL INTL INC	COM	438516106	467	7,819	SH	X
OAK GROVE LAND CO, L.P. 1 2.5		440000990	219	2	SH	X
REED HOLDINGS PARTNERSHIP, L		441002995	1,239	68	SH	X
HOSPIRA INC	COM	441060100	239	7,286	SH	X
HOSPIRA INC	COM	441060100	13	400	SH	X
CABEARK, LP 35.4444% INTERES		443003991	1,414	1	SH	X
DCT OPERATING PARTNERSHIP		443004999	526	75,518	SH	X
CABEARK, LP 63.5556% INTERES		444003990	2,496	1	SH	X
CABE-LONG PROPERTIES, LTD		444005995	266	4	SH	X
MCMILON PROPERTIES L/P		445000995	2,141	96	SH	X
CABE-LONG PROPERTIES, LTD		445001993	1,472	4	SH	X
CABE-LONG PROPERTIES, LTD		445003999	1,749	1	SH	X
INTEREST IN		448005991	4,177	15	SH	X
TALL PINES, LLC		449001999	971	50	SH	X
DONOVAN INVESTMENTS, LLC		449003995	4,811	99	SH	X
TPH ENERGY EQUITY FUND LP		450005996	818	1	SH	X
LONGENECKER EQUITY II, LLC		451000996	3,949	99	SH	X
DTL, SR., L.P		452002991	7,905	53	SH	X
10.0% INTEREST IN MCM TIMBER		452005994	1,531	2	SH	X
ILLINOIS TOOL WKS INC	COM	452308109	311	5,233	SH	X
TRISTON & COMPANY, LLC		453001992	243	90	SH	X
INTEL CORP	COM	458140100	624	27,537	SH	X
INTEL CORP	COM	458140100	72	3,200	SH	X
INTERCONTINENTALEXCHANGE INC	COM	45865V100	428	3,205	SH	X
INTERNATIONAL BUSINESS MACHS	COM	459200101	1,350	6,506	SH	X
INTUITIVE SURGICAL INC	COM NEW	46120E602	264	532	SH	X
INVESTMENT CO AMER	CL A	461308108	1,018	33,202	SH	X
ISHARES TR	MSCI EM ERG MKT	464287234	268	6,483	SH	X
ISHARES TR	MSCI AC WI EX	464288240	2,538	64,439	SH	X
JPMORGAN CHASE & CO	COM	46625H100	359	8,868	SH	X
JPMORGAN CHASE & CO	COM	46625H100	79	1,956	SH	X
JANUS INVT FD	GLOBAL SEL FDT	471023648	108	11,525	SH	X
JOHN HANCOCK FDS III	DISC VAL MCP I	47803W406	30,787	2,401,482	SH	X
JOHN HANCOCK FDS III	DISC VAL MCP I	47803W406	325	25,356	SH	X
JOHNSON & JOHNSON	COM	478160104	1,514	21,977	SH	X
JOHNSON & JOHNSON	COM	478160104	409	5,934	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)
JOHNSON CTLS INC	COM	478366107	240	8,752	SH		X		
KBR INC	COM	48242W106	454	15,210	SH		X		
KIMBERLY CLARK CORP	COM	494368103	481	5,604	SH		X		
KIMBERLY CLARK CORP	COM	494368103	19	227	SH		X		
KINGFISHER PLC	SPON ADR PAR	495724403	164	19,236	SH		X		
KRAFT FOODS INC	CL A	50075N104	258	6,228	SH		X		
LKQ CORP	COM	501889208	195	10,578	SH		X		
LILLY ELI & CO	COM	532457108	655	13,814	SH		X		
LILLY ELI & CO	COM	532457108	74	1,559	SH		X		
LONGLEAF PARTNERS FDS TR	SH BEN INT	543069108	267	8,853	SH		X		
MANULIFE FINL CORP	COM	56501R106	144	11,945	SH		X		
MCDONALDS CORP	COM	580135101	584	6,364	SH		X		
MCDONALDS CORP	COM	580135101	8	91	SH		X		
MEDNAX INC	COM	58502B106	247	3,316	SH		X		
MEDTRONIC INC	COM	585055106	477	11,065	SH		X		
MERCK & CO INC NEW	COM	58933Y105	713	15,801	SH		X		
MERCK & CO INC NEW	COM	58933Y105	31	698	SH		X		
METLIFE INC	COM	59156R108	320	9,283	SH		X		
MICROSOFT CORP	COM	594918104	1,128	37,899	SH		X		
MONTGOMERY EXPLORATION		601A5Z991	211	1	SH		X		
MOSAIC CO NEW	COM	61945C103	549	9,523	SH		X		
MURPHY OIL CORP	COM	626717102	4,320	80,464	SH		X		
MURPHY OIL CORP	COM	626717102	292,233	5,442,967	SH		X		
MUTUAL SER FD INC	SHS FD CL Z	628380107	356	15,836	SH		X		
MUTUAL SER FD INC	BEACON FD Z	628380305	176	13,366	SH		X		
MUTUAL SER FD INC	GBL DIS CVR FDZ	628380404	47,728	1,590,388	SH		X		
MUTUAL SER FD INC	GBL DIS CVR FDZ	628380404	392	13,068	SH		X		
NYSE EURONEXT	COM	629491101	323	13,097	SH		X		
NATIONAL GRID PLC	SPON ADR NEW	636274300	552	9,966	SH		X		
NATIONAL GRID PLC	SPON ADR NEW	636274300	36	655	SH		X		
NATIONAL OILWELL VARCO INC	COM	637071101	296	3,692	SH		X		
NETAPP INC	COM	64110D104	435	13,216	SH		X		
NEW PERSPECTIVE FD INC	COM	648018109	567	18,697	SH		X		
NORDSTROM INC	COM	655664100	361	6,540	SH		X		
NORFOLK SOUTHERN CORP	COM	655844108	441	6,938	SH		X		
OGX PETROLEO E GAS PART SA	SPONS ADR	670849108	76	24,916	SH		X		
O REILLY AUTOMOTIVE INC NEW	COM	67103H107	774	9,254	SH		X		
OCCIDENTAL PETE CORP DEL	COM	674599105	476	5,530	SH		X		
ON SEMICONDUCTOR CORP	COM	682189105	232	37,515	SH		X		
ORACLE CORP	COM	68389X105	462	14,676	SH		X		
PDL BIOPHARMA INC	COM	69329Y104	168	21,800	SH		X		
PPL CORP	COM	69351T106	274	9,439	SH		X		
PPL CORP	COM	69351T106	18	616	SH		X		
PALL CORP	COM	696429307	205	3,232	SH		X		
PEPSICO INC	COM	713448108	810	11,447	SH		X		
PEPSICO INC	COM	713448108	87	1,223	SH		X		
PFIZER INC	COM	717081103	312	12,575	SH		X		
PFIZER INC	COM	717081103	35	1,420	SH		X		
PHILIP MORRIS INTL INC	COM	718172109	924	10,268	SH		X		
PHILIP MORRIS INTL INC	COM	718172109	14	159	SH		X		
POTASH CORP SASK INC	COM	73755L107	580	13,352	SH		X		
PRAXAIR INC	COM	74005P104	265	2,555	SH		X		
PRECISION CASTPARTS CORP	COM	740189105	561	3,432	SH		X		
PRICE T ROWE GROUP INC	COM	74144T108	765	12,082	SH		X		
PRICE T ROWE GROWTH STK F D I	COM	741479109	30,571	799,242	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)
PRICE T ROWE GROWTH STK F D I	COM	741479109	333	8,696	SH		X		
PRICELINE COM INC	COM NEW	741503403	326	527	SH		X		
PROCTER & GAMBLE CO	COM	742718109	2,428	35,001	SH		X		
PROCTER & GAMBLE CO	COM	742718109	426	6,139	SH		X		
PRUDENTIAL FINL INC	COM	744320102	339	6,220	SH		X		
QUALCOMM INC	COM	747525103	493	7,884	SH		X		
RED HAT INC	COM	756577102	220	3,869	SH		X		
REGIONS FINANCIAL CORP NEW	COM	7591EP100	238	33,071	SH		X		
RENASANT CORP	COM	7.60E+111	1,006	51,333	SH		X		
REYNOLDS AMERICAN INC	COM	761713106	395	9,103	SH		X		
REYNOLDS AMERICAN INC	COM	761713106	25	587	SH		X		
ROWE T PRICE EQUITY INCOME F	SH BEN INT	779547108	44,617	1,708,801	SH		X		
ROWE T PRICE EQUITY INCOME F	SH BEN INT	779547108	399	15,271	SH		X		
1ROWE T PRICE MID-CAP GROWTH	COM	779556109	30,183	510,805	SH		X		
ROWE T PRICE MID-CAP GROWTH	COM	779556109	278	4,704	SH		X		
ROYAL DUTCH SHELL PLC	SPON ADR B	780259107	601	8,428	SH		X		
ROYAL DUTCH SHELL PLC	SPON ADR B	780259107	143	2,007	SH		X		
ROYAL DUTCH SHELL PLC	SPONS ADR A	780259206	524	7,554	SH		X		
ROYAL DUTCH SHELL PLC	SPONS ADR A	780259206	225	3,237	SH		X		
ROYCE FD	PENN MUT INV	780905840	17,428	1,479,457	SH		X		
ROYCE FD	PENN MUT INV	780905840	144	12,202	SH		X		
SPDR GOLD TRUST	GOLD SHS	78463V107	252	1,464	SH		X		
SCHLUMBERGER LTD	COM	806857108	269	3,713	SH		X		
SHERWIN WILLIAMS CO	COM	824348106	482	3,235	SH		X		
SIMMONS 1ST NATL CORP	CL A \$1 PAR	828730200	287	11,766	SH		X		
SOUTHERN CO	COM	842587107	3,317	71,968	SH		X		
SOUTHERN CO	COM	842587107	250	5,414	SH		X		
STRYKER CORP	COM	863667101	450	8,092	SH		X		
TJX COS INC NEW	COM	872540109	548	12,234	SH		X		
TARGET CORP	COM	8.76E+110	785	12,370	SH		X		
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	240	5,805	SH		X		
TIFFANY & CO	NEW COM	886547108	291	4,697	SH		X		
TOTAL S A	SPONSORED ADR	8.92E+113	554	11,054	SH		X		
TOTAL S A	SPONSORED ADR	8.92E+113	31	617	SH		X		
TRIMBLE NAVIGATION LTD	COM	896239100	330	6,928	SH		X		
TRUSTMARK CORP	COM	898402102	1,384	56,856	SH		X		
UNILEVER PLC	SPON ADR NEW	904767704	292	7,984	SH		X		
UNILEVER PLC	SPON ADR NEW	904767704	19	522	SH		X		
UNILEVER N V	N Y SHS NEW	904784709	311	8,752	SH		X		
UNION PAC CORP	COM	907818108	294	2,476	SH		X		
UNION PAC CORP	COM	907818108	380	3,200	SH		X		
UNITED TECHNOLOGIES CORP	COM	913017109	274	3,497	SH		X		
V F CORP	COM	918204108	699	4,388	SH		X		
VANGUARD WORLD FD	MEGA CAP INDEX	921910873	5,564	112,285	SH		X		
VANGUARD INDEX FDS	500 PORTFOLIO	922908108	113	851	SH		X		
VANGUARD INDEX FDS	500 PORTFOLIO	922908108	106	795	SH		X		

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VANGUARD INDEX FDS	MID CAP ETF	922908629	3,029	37,327	SH	X
VANGUARD INDEX FDS	SMALL CAP ETF	922908751	1,920	23,963	SH	X
VERIZON COMMUNICATIONS INC	COM	92343V104	928	20,370	SH	X
VERIZON COMMUNICATIONS INC	COM	92343V104	73	1,595	SH	X
VISA INC	COM CL A	92826C839	424	3,161	SH	X
VODAFONE GROUP PLC NEW	SPONS ADR NEW	92857W209	915	32,106	SH	X
VODAFONE GROUP PLC NEW	SPONS ADR NEW	92857W209	46	1,618	SH	X
WAL-MART STORES INC	COM	931142103	1,500	20,320	SH	X
WASHINGTON MUT INVS FD INC	COM	939330106	940	30,030	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)
WESTERN UN CO	COM	959802109	493	27,068	SH		X		
WINDSTREAM CORP	COM	97381W104	100	9,878	SH		X		
WINDSTREAM CORP	COM	97381W104	7	649	SH		X		
YUM BRANDS INC	COM	988498101	913	13,761	SH		X		
FINAL TOTALS			805,547						
FORM 13F INFORMATION TABLE ENTRY TOTAL			279						

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