

DONNIE R LANDRY AS TRUSTEE FOR MIDSOUTH SOP & TRUST
 Form 5
 February 01, 2005

FORM 5

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

OMB APPROVAL
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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. Name and Address of Reporting Person *
 LANDRY DONNIE R
 (Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
 MIDSOUTH BANCORP INC
 [MSL]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2004

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 Director of subsidiary

6. Individual or Joint/Group Reporting
 (check applicable line)

102 VERSAILLES BLVD.
 (Street)

LAFAYETTE, LA 70501
 (City) (State) (Zip)

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|-----------------------------------|
| | | | | (A) or (D) Price | | | |
| Common Stock | 11/30/2004 | Â | P | 0 A \$0 | 38,872 ⁽¹⁾ | D | Â |
| Common Stock | 11/30/2004 | Â | P | 0 A \$0 | 8,891 ⁽¹⁾ | I | Spouse IRA |
| Common Stock | 11/30/2004 | Â | P | 0 A \$0 | 4,145 ⁽¹⁾ | I | Cust. for Son |
| Common Stock | 11/30/2004 | Â | P | 0 A \$0 | 15,645 ⁽¹⁾ | I | ESOP |

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

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(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. Transaction Code (Instr. 8) | 5. Number of Derivative 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 of Underlying Securities (Instr. 3 and 4) | 8. P Der Sec (Ins |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | | (A) (D) | Date Exercisable Expiration Date | Title | Amount or Number of Shares |
| Stock Options | \$ 11.22 | 11/30/2004 | Â | P | 0 Â | Â (2) 02/27/2008 | Common Stock | 0 |
| Stock Options | \$ 9.46 | 11/30/2004 | Â | P | 0 Â | Â (2) 05/30/2012 | Common Stock | 0 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|--------------------------------|
| | Director | 10% Owner | Officer | Other |
| LANDRY DONNIE R 102 VERSAILLES BLVD. LAFAYETTE, LA 70501 | Â | Â | Â | Director of subsidiary |
| DONNIE R LANDRY AS TRUSTEE FOR MIDSOUTH SOP & TRUST | Â | Â | Â | Trustee for MidSouth ESOP & Tr |
| Â | | | | |

Signatures

Donnie R. Landry 02/01/2005
 **Signature of Reporting Person Date

Donnie R. Landry as Trustee for MidSouth ESOP Trust 02/01/2005
 **Signature of Reporting Person Date

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) Reflects results of 25% Stock Split of 11/30/2004.

(2) Up to 20% of total during the second year; up to 40% during the third year; up to 60% during the fourth year; up to 80% during the fifth year and during the sixth and each subsequent year until ten years from date of grant up to 100% of the total number of shares.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.