

Lay Carolyn B  
Form 4  
May 25, 2012

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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).

**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Lay Carolyn B

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

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)

(Last) (First) (Middle)  
102 VERSAILLES BLVD  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/23/2012

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Chief Retail Officer

LAFAYETTE, LA 70501

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 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 Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code |            | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) |   | 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|---------------------|------------|---|---|---|--|-----------------------------------|
|                                 |                                      |  | (Instr. 8)          | (Instr. 8) | Code  | V |   |  |                                   |
| Common Stock                    | 05/23/2012                           |  | A                   |            | 0   | A | \$ 0 290.32   | D  |                                   |
| Common Stock                    | 05/23/2012                           |  | A                   |            | 0   | A | \$ 0 663.97   | D  |                                   |
| Common Stock                    | 05/23/2012                           |  | A                   |            | 0   | A | \$ 0 2,957.22   | I  | ESOP                              |

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

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SEC 1474 (9-02)

number.

**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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Options                              | \$ 12.97   | 05/23/2012                           |  | A                              | 11,565  | <u>(1)</u> 05/23/2022                                    | Common Stock  | 0                             |
| Stock Options                              | \$ 8.62  | 05/23/2012                           |  | A                              | 0   | <u>(1)</u> 02/10/2013                                    | Common Stock  | 0                             |
| Stock Options                              | \$ 19.68   | 05/23/2012                           |  | A                              | 0   | <u>(1)</u> 02/27/2014                                    | Common Stock  | 0                             |
| Stock Options                              | \$ 20.88   | 05/23/2012                           |  | A                              | 0   | <u>(1)</u> 12/15/2015                                    | Common Stock  | 0                             |

## Reporting Owners

| Reporting Owner Name / Address                              | Relationships |           |                      |       |
|---|---------------|-----------|----------------------|-------|
|   | Director      | 10% Owner | Officer              | Other |
| Lay Carolyn B<br>102 VERSAILLES BLVD<br>LAFAYETTE, LA 70501 |               |           | Chief Retail Officer |       |

## Signatures

Shaleen B. Pellerin, Attorney  
in Fact  
Date: 05/25/2012

\*\*Signature of 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) Up to 20% of the 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 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.