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BANCORPSOUTH INC  
Form 13F-HR  
April 19, 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: March 31, 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	April 17, 2012
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[Signature]	[City State]	[Date]

Report Type (Check only one.):

- 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).)

List of Other Managers Reporting for this Manager: None.

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FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 1  
 Form 13F Information Table Entry Total: 292  
 Form 13F Information Table Value Total: \$937,271  
 (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
1	28-10939	BancorpSouth Bank

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FORM 13F INFORMATION TABLE

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)	OTH MGR
COOPER INDUSTRIES PLC	SHS	G24140108	328	5,124	SH		X			1
HERBALIFE LTD	COM USD SHS	G4412G101	299	4,340	SH		X			1
INGERSOLL-RAND PLC	SHS	G47791101	313	7,577	SH		X			1
ACE LTD	SHS	H0023R105	293	4,006	SH		X			1
CHECK POINT SOFTWARE TECH LT	ORD	M22465104	472	7,393	SH		X			1
AERCAP HOLDINGS NV	SHS	N00985106	150	13,459	SH		X			1
FLEXTRONICS INTL LTD	ORD	Y2573F102	859	118,931	SH		X			1
AT&T INC	COM	00206R102	1,206	38,611	SH		X			1
AT&T INC	COM	00206R102	193	6,174	SH				X	1
ABBOTT LABS	COM	2824100	1,161	18,947	SH		X			1
ABBOTT LABS	COM	2824100	267	4,359	SH				X	1
AETNA INC NEW	COM	00817Y108	513	10,235	SH		X			1
AFFILIATED MANAGERS GROUP	COM	8252108	316	2,826	SH		X			1
AIR PRODS & CHEMS INC	COM	9158106	644	7,019	SH		X			1
ALLERGAN INC	COM	18490102	471	4,938	SH		X			1
ALLSCRIPTS	COM	01988P108	198	11,941	SH		X			1
HEALTHCARE SOLUTN										
ALTERA CORP	COM	21441100	218	5,471	SH		X			1

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ALTRIA GROUP INC	COM	02209S103	710	23,001	SH	X				1
ALTRIA GROUP INC	COM	02209S103	29	948	SH			X		1
AMERICAN EXPRESS CO	COM	25816109	763	13,194	SH	X				1
AMETEK INC NEW	COM	31100100	284	5,858	SH	X				1
AMGEN INC	COM	31162100	497	7,318	SH	X				1
APACHE CORP	COM	37411105	722	7,193	SH	X				1
APPLE INC	COM	37833100	1,558	2,599	SH	X				1
APPLIED MATLS INC	COM	38222105	426	34,259	SH	X				1
ARCHER DANIELS MIDLAND CO	COM	39483102	558	17,618	SH	X				1
ASTRAZENECA PLC	SPONSORED ADR	46353108	530	11,918	SH	X				1
ASTRAZENECA PLC	SPONSORED ADR	46353108	24	546	SH			X		1
ATMEL CORP	COM	49513104	189	19,181	SH	X				1
AUTODESK INC	COM	52769106	307	7,250	SH	X				1
BCE INC	COM NEW	05534B760	314	7,827	SH	X				1
BCE INC	COM NEW	05534B760	25	623	SH			X		1
BP PLC	SPONSORED ADR	55622104	246	5,456	SH	X				1
BP PLC	SPONSORED ADR	55622104	126	2,800	SH			X		1
BANCORPSOUTH INC	COM	59692103	11,601	861,239	SH	X				1
BANCORPSOUTH INC	COM	59692103	151	11,192	SH			X		1
BANK OF THE OZARKS INC	COM	63904106	3,754	120,102	SH	X				1
BANK OF NEW YORK MELLON CORP	COM	64058100	277	11,463	SH	X				1
BARON INVT FDS TR	SMALL CAP FD	68278308	232	8,912	SH	X				1
BAXTER INTL INC	COM	71813109	654	10,944	SH	X				1
BERKSHIRE HATHAWAY INC DEL	CL B NEW	84670702	923	11,371	SH	X				1
BOEING CO	COM	97023105	213	2,869	SH	X				1

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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)	OTH MGR
BRISTOL MYERS SQUIBB CO	COM	110122108	607	17,977	SH		X			1
BRISTOL MYERS SQUIBB CO	COM	110122108	28	833	SH			X		1
CVS CAREMARK CORPORATION	COM	126650100	442	9,856	SH		X			1
CATERPILLAR INC DEL	COM	149123101	530	4,979	SH		X			1
CELGENE CORP	COM	151020104	608	7,842	SH		X			1
CENTURYLINK INC	COM	156700106	381	9,858	SH		X			1
CENTURYLINK INC	COM	156700106	26	675	SH			X		1
CHEVRON CORP NEW	COM	166764100	2,034	18,969	SH		X			1

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CHEVRON CORP NEW	COM	166764100	780	7,277	SH		X	1
CISCO SYS INC	COM	17275R102	204	9,647	SH	X		1
CITIZENS HLDG CO MISS	COM	174715102	3,091	158,987	SH	X		1
1CITRIX SYS INC	COM	177376100	360	4,566	SH	X		1
CLIFFS NATURAL RESOURCES INC	COM	18683K101	422	6,089	SH	X		1
COACH INC	COM	189754104	338	4,373	SH	X		1
COCA COLA CO	COM	191216100	674	9,112	SH	X		1
COCA COLA CO	COM	191216100	363	4,909	SH		X	1
COLGATE PALMOLIVE CO	COM	194162103	272	2,781	SH	X		1
COLUMBIA ACORN TR	INTL	197199763	437	16,040	SH	X		1
	SELECT Z							
COLUMBIA FDS SER TR	LARGCAP VAL Z	19765H149	561	46,957	SH	X		1
COLUMBIA FDS SER TR	MARS GRWTH Z	19765H180	765	32,394	SH	X		1
COLUMBIA FDS SER TR	INTL VAL CL Z	19765H586	195	14,651	SH	X		1
COLUMBIA FDS SER TR	SMALL COS Z	19765J723	163	12,512	SH	X		1
COLUMBIA FDS SER TR	SMLCP VAL II Z	19765J764	176	11,757	SH	X		1
COLUMBIA FDS SER TR I	MIDCP GWTH Z	19765P232	224	7,879	SH	X		1
COMPANHIA ENERGETICA DE MINA	SP ADR N-V PFD	204409601	208	8,741	SH	X		1
CONCHO RES INC	COM	20605P101	443	4,336	SH	X		1
CONCUR TECHNOLOGIES INC	COM	206708109	206	3,591	SH	X		1
CONOCOPHILLIPS	COM	20825C104	696	9,152	SH	X		1
CONOCOPHILLIPS	COM	20825C104	23	306	SH		X	1
MONTGOMERY EXPLORATION 10.87		216000992	228	1	SH	X		1
CORNING INC	COM	219350105	360	25,590	SH	X		1
CUMMINS INC	COM	231021106	361	3,004	SH	X		1
DWS VALUE SER INC	SMCP VALF INST	23338F754	15,293	413,781	SH	X		1
DWS VALUE SER INC	SMCP VALF INST	23338F754	123	3,315	SH		X	1
DANAHER CORP DEL	COM	235851102	444	7,930	SH	X		1
DEERE & CO	COM	244199105	1,140	14,096	SH	X		1
DELTIC TIMBER CORP	COM	247850100	400	6,324	SH	X		1
DELTIC TIMBER CORP	COM	247850100	26,312	415,743	SH		X	1
DENBURY RES INC	COM NEW	247916208	249	13,632	SH	X		1
DEVON ENERGY CORP NEW	COM	25179M103	303	4,262	SH	X		1
DIAGEO P L C	SPON ADR NEW	25243Q205	241	2,493	SH	X		1

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MKT

INVESTMENT  
DISCRETION

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VAL x 1000	Shares/ PRN Amt	SH/ PRN	PUT/ CALL	SOLE (A)	SHR (B)	OTH (C)	OTH MGR
DODGE & COX STK FD	COM	256219106	29,582	258,066	SH		X			1
DODGE & COX STK FD	COM	256219106	248	2,167	SH				X	1
DOLLAR TREE INC	COM	256746108	646	6,838	SH		X			1
DOMINION RES INC VA NEW	COM	25746U109	252	4,918	SH		X			1
DOMINION RES INC VA NEW	COM	25746U109	8	161	SH				X	1
DU PONT E I DE NEMOURS & CO	COM	263534109	267	5,046	SH		X			1
DUKE ENERGY CORP NEW	COM	26441C105	472	22,465	SH		X			1
DUKE ENERGY CORP NEW	COM	26441C105	24	1,150	SH				X	1
E M C CORP MASS	COM	268648102	665	22,253	SH		X			1
ERHC ENERGY INC	COM	26884J104	1	10,000	SH		X			1
EATON CORP	COM	278058102	270	5,419	SH		X			1
EMERSON ELEC CO	COM	291011104	453	8,672	SH		X			1
EXPRESS SCRIPTS INC	COM	302182100	1,093	20,178	SH		X			1
EXXON MOBIL CORP	COM	30231G102	5,007	57,729	SH		X			1
EXXON MOBIL CORP	COM	30231G102	1,269	14,630	SH				X	1
F M C CORP	COM NEW	302491303	204	1,930	SH		X			1
FEDERATED EQUITY FDS INST	INTRCONTL INST	314172461	17,865	379,954	SH		X			1
FEDERATED EQUITY FDS INST	INTRCONTL INST	314172461	146	3,097	SH				X	1
FEDERATED EQUITY FDS DV IN	STRG VAL ST	314172560	80	16,523	SH		X			1
F5 NETWORKS INC	COM	315616102	259	1,918	SH		X			1
FIDELITY CONTRAFUND INC	NEW INSIGHTS I	316071604	44,818	1,957,110	SH		X			1
FIDELITY CONTRAFUND INC	NEW INSIGHTS I	316071604	351	15,335	SH				X	1
FIRSTENERGY CORP	COM	337932107	210	4,601	SH		X			1
GAZPROM O A O	SPON ADR	368287207	173	14,033	SH		X			1
GENERAL ELECTRIC CO	COM	369604103	738	36,760	SH		X			1
GENERAL MLS INC	COM	370334104	253	6,404	SH		X			1
GILEAD SCIENCES INC	COM	375558103	373	7,644	SH		X			1
GLAXOSMITHKLINE PLC ADR	SPONSORED ADR	37733W105	381	8,490	SH		X			1
GLAXOSMITHKLINE PLC ADR	SPONSORED ADR	37733W105	29	651	SH				X	1
GOLDMAN SACHS GROUP INC	COM	38141G104	206	1,655	SH		X			1
1GOOGLE INC	CL A	38259P508	421	656	SH		X			1
GROUPE CGI INC VTG	CL A SUB VTG	39945C109	203	9,090	SH		X			1
RESTER ENTERPRISES LP 5% INT		404005993	216	1	SH		X			1
RESTER ENTERPRISES LP 8% INT		405002999	346	1	SH		X			1
HALLIBURTON CO	COM	406216101	699	21,053	SH		X			1
RESTER ENTERPRISES LP 8% INT		407000991	346	1	SH		X			1
DAVIS FAMILY HOLDINGS LP		419002993	880	0	SH		X			1
HEINZ H J CO	COM	423074103	472	8,806	SH		X			1
HEINZ H J CO	COM	423074103	29	547	SH				X	1
HESS CORP	COM	42809H107	350	5,941	SH		X			1

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KEY COLONY	430004994	630	1	SH				X	1
JOHNSTON	432004992	1,380	54	SH		X			1
ENTERPRISES, L.P.									

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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)	OTH MGR
GURDON TIMBER LTD 36.494%		434002994	417	1	SH		X			1
WOODLAND HILLS LIMITED PARTN		435001995	220	25	SH		X			1
SUNNYDALE LIMITED PARTNERSHI		436001994	1,558	88	SH		X			1
WEH PROPERTIES LIMITED PARTN		436002992	410	86	SH		X			1
CRICKET LIMITED PARTNERSHIP		436003990	889	28	SH		X			1
MCM TIMBER 3.021% INTEREST		438002990	255	1	SH		X			1
MCM TIMBER 3.020% INTEREST		438003998	255	1	SH		X			1
HONEYWELL INTL INC	COM	438516106	486	7,963	SH		X			1
REED HOLDINGS PARTNERSHIP, L		441002995	1,285	71	SH		X			1
HOSPIRA INC	COM	441060100	272	7,269	SH		X			1
HOSPIRA INC	COM	441060100	15	400	SH				X	1
MCM TIMBER 12% INTEREST		442000998	1,012	1	SH		X			1
CABEARK, LP 35.4444% INTERES		443003991	1,431	1	SH		X			1
DCT OPERATING PARTNERSHIP		443004999	526	75,518	SH		X			1
CABEARK, LP 63.5556% INTERES		444003990	2,527	1	SH		X			1
CABE-LONG PROPERTIES, LTD		444005995	287	4	SH		X			1
MCMILLON PROPERTIES L/P		445000995	2,178	96	SH		X			1
CABE-LONG PROPERTIES, LTD		445001993	1,580	4	SH		X			1
CABE-LONG PROPERTIES, LTD		445003999	533	1	SH		X			1
INTEREST IN		448005991	300	1	SH		X			
TALL PINES, LLC		449001999	963	50	SH		X			1
DONOVAN INVESTMENTS, LLC		449003995	4,618	99	SH		X			1
TPH ENERGY EQUITY FUND LP		450005996	843	1	SH				X	1
LONGENECKER EQUITY		451000996	3,726	99	SH				X	1

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II, LLC										
DTL, SR., L.P		452002991	7,355	53	SH		X			1
10.0% INTEREST IN		452005994	1,673	2	SH		X			1
MCM TIMBER										
ILLINOIS TOOL WKS	COM	452308109	329	5,754	SH		X			1
INC										
IMAX CORP	COM	4.52E+113	210	8,583	SH		X			1
INTEL CORP	COM	458140100	738	26,254	SH		X			1
INTEL CORP	COM	458140100	90	3,200	SH			X		1
INTERCONTINENTAL	COM	45865V100	451	3,280	SH		X			1
EXCHANGE INC										
INTERNATIONAL	COM	459200101	1,401	6,713	SH		X			1
BUSINESS MACHS										
INTUITIVE SURGICAL	COM NEW	46120E602	287	530	SH		X			1
INC										
INVESTMENT CO AMER	CL A	461308108	1,007	33,628	SH		X			1
ISHARES TR	MSCI	464287234	300	6,983	SH		X			1
	EMERG MKT									
ISHARES TR	MSCI	464288240	2,244	54,952	SH		X			1
	ACWI EX									
JPMORGAN CHASE & CO	COM	46625H100	376	8,180	SH		X			1
JPMORGAN CHASE & CO	COM	46625H100	90	1,956	SH			X		1
JANUS INVT FD	GLOBAL	T	197	17,287	SH		X			1
	SEL FD	471023648								
JOHN HANCOCK FDS III	DISC VAL	47803W406	30,907	2,416,490	SH		X			1
	MCP I									
JOHN HANCOCK FDS III	DISC VAL	47803W406	304	23,797	SH			X		1
	MCP I									
JOHNSON & JOHNSON	COM	478160104	1,562	23,679	SH		X			1
JOHNSON & JOHNSON	COM	478160104	390	5,916	SH			X		1

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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)	OTH MGR
JOHNSON CTLS INC	COM	478366107	333	10,248	SH		X			1
KBR INC	COM	48242W106	406	11,408	SH		X			1
KIMBERLY CLARK CORP	COM	494368103	534	7,233	SH		X			1
KIMBERLY CLARK CORP	COM	494368103	31	420	SH			X		1
KINGFISHER PLC	SPON ADR	495724403	190	19,381	SH		X			1
	PAR									
1KRAFT FOODS INC	CL A	50075N104	313	8,235	SH		X			1
LILLY ELI & CO	COM	532457108	451	11,210	SH		X			1
LILLY ELI & CO	COM	532457108	61	1,520	SH			X		1
LONGLEAF PARTNERS	SH BEN	543069108	266	8,853	SH		X			1
FDS TR	INT									
LORD ASSET MGMT TR	T WHITE	543917108	196	11,912	SH		X			1
	INTL									
LOWES COS INC	COM	548661107	204	6,500	SH		X			1
MFS SER TR I	VALUE FD	552983801	235	9,379	SH		X			1

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		CL A							
MANULIFE FINL CORP	COM	56501R106	162	11,945	SH		X		1
MCDONALDS CORP	COM	580135101	604	6,156	SH		X		1
MCDONALDS CORP	COM	580135101	8	85	SH			X	1
MEDNAX INC	COM	58502B106	253	3,404	SH		X		1
MEDTRONIC INC	COM	585055106	451	11,496	SH		X		1
MERCK & CO INC NEW	COM	58933Y105	579	15,073	SH		X		1
MERCK & CO INC NEW	COM	58933Y105	25	662	SH			X	1
METLIFE INC	COM	59156R108	379	10,137	SH		X		1
MICROSOFT CORP	COM	594918104	1,248	38,697	SH		X		1
MONTGOMERY EXPLORATION		601A5Z991	296	1	SH		X		1
MOSAIC CO NEW	COM	61945C103	525	9,502	SH		X		1
MOTOROLA MOBILITY HLDGS INC	COM	620097105	280	7,125	SH		X		1
MURPHY OIL CORP	COM	626717102	4,548	80,824	SH		X		1
MURPHY OIL CORP	COM	626717102	421,418	7,489,209	SH			X	1
MUTUAL SER FD INC	SHS FD	628380107	345	15,836	SH			X	1
MUTUAL SER FD INC	CL Z BEACON	628380305	173	13,366	SH			X	1
MUTUAL SER FD INC	FD Z GBL	Z	47,162	1,598,178	SH		X		1
MUTUAL SER FD INC	DISCVR FD	628380404							
MUTUAL SER FD INC	GBL	Z	338	11,459	SH			X	1
MUTUAL SER FD INC	DISCVR FD	628380404							
NYSE EURONEXT	COM	629491101	388	12,920	SH		X		1
NATIONAL GRID PLC	SPON ADR	636274300	374	7,403	SH		X		1
NATIONAL GRID PLC	NEW SPON ADR	636274300	31	622	SH			X	1
NATIONAL OILWELL VARCO INC	COM	637071101	441	5,549	SH		X		1
NAVISTAR INTL CORP NEW	COM	6.39E+112	435	10,762	SH		X		1
NETAPP INC	COM	64110D104	671	14,988	SH		X		1
NEW PERSPECTIVE FD INC	COM	648018109	763	25,656	SH		X		1
NORDSTROM INC	COM	655664100	457	8,208	SH		X		1
NORFOLK SOUTHERN CORP	COM	655844108	348	5,284	SH		X		1
OGX PETROLEO E GAS PART S A	SPONS ADR	670849108	209	25,236	SH		X		1
O REILLY AUTOMOTIVE INC NEW	COM	67103H107	873	9,560	SH		X		1

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)	OTH MGR
OCCIDENTAL PETE	COM	674599105	566	5,945	SH		X			1



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CORP DEL ON SEMICONDUCTOR CORP	COM	682189105	415	46,027	SH	X		1
ORACLE CORP	COM	68389X105	492	16,877	SH	X		1
PDL BIOPHARMA INC	COM	69329Y104	139	21,800	SH		X	1
PPL CORP	COM	69351T106	202	7,159	SH	X		1
PPL CORP	COM	69351T106	16	583	SH		X	1
PEPSICO INC	COM	713448108	784	11,812	SH	X		1
PEPSICO INC	COM	713448108	81	1,217	SH		X	1
PFIZER INC	COM	717081103	518	22,872	SH	X		1
PFIZER INC	COM	717081103	32	1,420	SH		X	1
PHILIP MORRIS INTL INC	COM	718172109	1,079	12,172	SH	X		1
PHILIP MORRIS INTL INC	COM	718172109	33	377	SH		X	1
POTASH CORP SASK INC	COM	73755L107	636	13,927	SH	X		1
PRAXAIR INC	COM	74005P104	327	2,854	SH	X		1
PRECISION CASTPARTS CORP	COM	740189105	599	3,465	SH	X		1
PRICE T ROWE GROUP INC	COM	74144T108	898	13,745	SH	X		1
PRICE T ROWE GROWTH STK FD I	COM	741479109	30,748	810,873	SH	X		1
PRICE T ROWE GROWTH STK FD I	COM	741479109	318	8,379	SH		X	1
PRICE T ROWE RETIREMENT FDS	2020 FD ADVISR	74149P853	328	18,787	SH	X		1
PRICELINE COM INC	COM NEW	741503403	395	550	SH	X		1
PROCTER & GAMBLE CO	COM	742718109	2,536	37,737	SH	X		1
PROCTER & GAMBLE CO	COM	742718109	416	6,189	SH		X	1
PRUDENTIAL FINL INC	COM	744320102	479	7,553	SH	X		1
QUALCOMM INC	COM	747525103	484	7,109	SH	X		1
1RED HAT INC	COM	756577102	238	3,970	SH	X		1
REGIONS FINANCIAL CORP NEW	COM	7591EP100	229	34,798	SH	X		1
RENASANT CORP	COM	7.60E+111	836	51,333	SH	X		1
REYNOLDS AMERICAN INC	COM	761713106	289	6,971	SH	X		1
REYNOLDS AMERICAN INC	COM	761713106	23	557	SH		X	1
RIVERBED TECHNOLOGY INC	COM	768573107	330	11,764	SH	X		1
ROWE T PRICE EQUITY INCOME F	SH BEN INT	779547108	44,147	1,729,891	SH	X		1
ROWE T PRICE EQUITY INCOME F	SH BEN INT	779547108	346	13,557	SH		X	1
ROWE T PRICE MID-CAP GROWTH	COM	779556109	30,671	513,753	SH	X		1
ROWE T PRICE MID-CAP GROWTH	COM	779556109	270	4,521	SH		X	1
ROYAL DUTCH SHELL PLC	SPON ADR B	780259107	469	6,645	SH	X		1
ROYAL DUTCH SHELL PLC	SPON ADR B	780259107	140	1,983	SH		X	1
ROYAL DUTCH SHELL PLC	SPONS ADR A	780259206	552	7,878	SH	X		1
ROYAL DUTCH SHELL PLC	SPONS ADR A	780259206	227	3,237	SH		X	1
ROYCE FD	PENN MUT INV	780905840	17,958	1,489,027	SH	X		1
ROYCE FD	PENN MUT INV	780905840	149	12,387	SH	X		1

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SPDR GOLD TRUST	GOLD SHS	78463V107	237	1,464	SH	X				1
SCHLUMBERGER LTD	COM	806857108	267	3,811	SH	X				1
SHERWIN WILLIAMS CO	COM	824348106	352	3,235	SH	X				1

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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)	OTH MGR
SIMMONS 1ST NATL CORP	CL A \$1 PAR	828730200	273	10,566	SH		X			1
SOUTHERN CO	COM	842587107	3,236	72,034	SH		X			1
SOUTHERN CO	COM	842587107	241	5,375	SH				X	1
STRYKER CORP	COM	863667101	454	8,192	SH		X			1
TJX COS INC NEW	COM	872540109	425	10,706	SH		X			1
TARGET CORP	COM	8.76E+110	884	15,174	SH		X			1
TELEFONICA S A	SPONSORED ADR	879382208	195	11,856	SH		X			1
TELEFONICA S A	SPONSORED ADR	879382208	16	972	SH				X	1
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	281	6,246	SH		X			1
TIFFANY & CO NEW	COM	886547108	322	4,654	SH		X			1
TIME WARNER INC	COM NEW	887317303	218	5,774	SH		X			1
TOTAL S A	SPONSORED ADR	8.92E+113	281	5,502	SH		X			1
TOTAL S A	SPONSORED ADR	8.92E+113	23	444	SH				X	1
TRIMBLE NAVIGATION LTD	COM	896239100	531	9,759	SH		X			1
TRUSTMARK CORP	COM	898402102	1,463	58,556	SH		X			1
USA TRUCK INC	COM	902925106	109	14,100	SH		X			1
UNILEVER PLC	SPON ADR NEW	904767704	201	6,088	SH		X			1
UNILEVER PLC	SPON ADR NEW	904767704	16	495	SH				X	1
UNILEVER N V	N Y SHS NEW	904784709	294	8,643	SH		X			1
UNION PAC CORP	COM	907818108	269	2,503	SH		X			1
UNION PAC CORP	COM	907818108	473	4,400	SH				X	1
UNITED TECHNOLOGIES CORP	COM	913017109	307	3,702	SH		X			1
V F CORP	COM	918204108	642	4,396	SH		X			1
VANGUARD WORLD FD	MEGA CAP INDEX	921910873	4,827	100,043	SH		X			1
VANGUARD INDEX FDS	500 PORTFOLIO	922908108	166	1,277	SH		X			1
VANGUARD INDEX FDS	500 PORTFOLIO	922908108	103	795	SH				X	1
VANGUARD INDEX FDS	MID CAP ETF	922908629	2,864	35,108	SH		X			1

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VANGUARD INDEX FDS	SMALL CP ETF	922908751	1,828	23,221	SH		X			1
VERIFONE SYS INC	COM	92342Y109	282	5,433	SH		X			1
VERIZON	COM	92343V104	703	18,398	SH		X			1
COMMUNICATIONS INC										
VERIZON	COM	92343V104	59	1,556	SH				X	1
COMMUNICATIONS INC										
VISA INC	COM CL A	92826C839	381	3,227	SH		X			1
VODAFONE GROUP PLC	SPONS	92857W209	758	27,396	SH		X			1
NEW	ADR NEW									
VODAFONE GROUP PLC	SPONS	92857W209	40	1,430	SH				X	1
NEW	ADR NEW									
WT MUT FD	CRM MDCP VAL I	92934R769	232	7,741	SH		X			1
WAL MART STORES INC	COM	931142103	1,203	19,659	SH		X			1
WALGREEN CO	COM	931422109	207	6,181	SH		X			1
WASHINGTON MUT INVS	COM	939330106	904	29,710	SH		X			1
FD INC										
WESTERN UN CO	COM	959802109	474	26,928	SH		X			1

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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)	OTH MGR
YUM BRANDS INC	COM	988498101	1,294	18,183	SH		X			1
FINAL TOTALS			937,271	23,647,519						
FORM 13F INFORMATION TABLE EN		TRY TOTAL	292							

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