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BANCORPSOUTH INC
Form 13F-HR
August 14, 2009

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON D.C. 20549

FORM 13F

FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: June 30, 2009

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 | August 12, 2009 |
| ----- | ----- | ----- |
| [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: 459
 Form 13F Information Table Value Total: \$495,615
 (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 | QTY | SH/ PRN | PUT/ CALL | INVESTMENT DESCRETION | OTHE MANAGE |
|-----------------------------------|----------------|-----------|-------------------|-------|------------|--------------|--------------------------|----------------|
| ALLIED WORLD | | G0219G203 | 1 | 25 | SH | | SOLE | |
| COVIDIEN PLC | COM | G2554F105 | 2 | 43 | SH | | SOLE | |
| FRONTLINE LDT F | | G3682E127 | 12 | 500 | SH | | SOLE | |
| INGSOLL-RAND CO | CL A BERMUDA | G4776G101 | 27 | 1310 | SH | | SOLE | |
| KNIGHTS BRIDGE TANKERS | | G5299G106 | 7 | 500 | SH | | SOLE | |
| SEAGATE TECHNOLOGY | SHS | G7945J104 | 2 | 149 | SH | | SOLE | |
| SHIP FINANCE INTERNATIONAL LTD | | G81075106 | 6 | 503 | SH | | SOLE | |
| WEATHERFORD INTERNATIONAL LTD | NEW | H27013103 | 4 | 200 | SH | | SOLE | |
| TRANSOCEAN LTD | | H8817H100 | 1 | 14 | SH | | SOLE | |
| TYCO INTL LTD W/I | | H89128104 | 14 | 550 | SH | | SOLE | |
| DIANA SHIPPING INC | | Y2066G104 | 7 | 500 | SH | | SOLE | |
| TEEKAY LNG PARTNERS L P | | Y8564M105 | 10 | 500 | SH | | SOLE | |
| VERIGY, LTD | | Y93691106 | 1 | 50 | SH | | SOLE | |
| ACCO BRANDS CORP | | 00081T108 | 0 | 34 | SH | | SOLE | |
| A F L A C INC | | 001055102 | 57 | 1825 | SH | | SOLE | |
| AES CORPORATION | | 00130H105 | 1 | 69 | SH | | SOLE | |
| AT&T INC | COM | 00206R102 | 536 | 21592 | SH | | SOLE | |
| AT&T INC | COM | 00206R102 | 149 | 5980 | SH | | DEFINED | |
| AARON'S INC | COM | 002535201 | 1 | 38 | SH | | SOLE | |
| ABBOTT LAB | | 002824100 | 152 | 3227 | SH | | SOLE | |
| ABBOTT LAB | | 002824100 | 188 | 4000 | SH | | DEFINED | |
| ADVANCED AUTO PARTS INC | | 00751Y106 | 10 | 242 | SH | | SOLE | |

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|-------------------------------|-----|-----------|----|---------|------|
| ADVANCED MICRO DEVICES INC | | 007903107 | 5 | 1250 SH | SOLE |
| AGNICO EAGLE MINES | | 008474108 | 26 | 500 SH | SOLE |
| AIR PRODS & CHEMS INC | COM | 009158106 | 8 | 125 SH | SOLE |
| AIXTRON | | | | | |
| AKTIENGELELLSCHAFT | ADR | 009606104 | 6 | 510 SH | SOLE |
| ALCOA INC | | 013817101 | 29 | 2795 SH | SOLE |

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| NAME OF ISSUER | TITLE OF CLASS | CUSIP | MKT VAL x 1000 | QTY | SH/ PRN | PUT/ CALL | INVESTMENT DESCRETION | OTHE MANAGE |
|---|----------------|-----------|-------------------|------|------------|--------------|--------------------------|----------------|
| ALCATEL LUCENT | SPONSORED ADR | 013904305 | 0 | 71 | SH | | SOLE | |
| ALKERMES INC | COM | 01642T108 | 1 | 60 | SH | | SOLE | |
| ALLEGHENY ENERGY INC | | 017361106 | 2 | 66 | SH | | SOLE | |
| ALLIANCEBERNSTEIN MUN INCOME FD | | 01864U106 | 116 | 9800 | | | SOLE | |
| ALLIANCEBERNSTEIN GLOBAL HIGH INCOME FUND INC | | 01879R106 | 26 | 2500 | SH | | SOLE | |
| ALLIANCEBERNSTEIN INCOME FD | | 01881E101 | 14 | 1850 | SH | | SOLE | |
| ALLIANCEBERSTEIN HLDG LP | | 01881G106 | 3 | 166 | SH | | SOLE | |
| ALLIED CAP CO FUND | | 01903Q108 | 3 | 1000 | SH | | SOLE | |
| ALLSTATE CORP | COMMON | 020002101 | 58 | 2382 | SH | | SOLE | |
| ALLSTATE CORP | COMMON | 020002101 | 8 | 310 | SH | | DEFINED | |
| ALTRIA GROUP INC | | 02209S103 | 95 | 5773 | SH | | SOLE | |
| AMAZON COM INC | COM | 023135106 | 8 | 100 | SH | | SOLE | |
| AMEREN CORP | | 023608102 | 11 | 434 | SH | | SOLE | |
| AMERICA MOVIL SAB DE CV | SPON ADR L SHS | 02364W105 | 26 | 660 | SH | | SOLE | |
| AMERICAN ELECTRIC POWER | | 025537101 | 180 | 6230 | SH | | SOLE | |
| AMER EXPRESS CO | | 025816109 | 89 | 3831 | SH | | SOLE | |
| AMERICAN INTERNATIONAL GROUP, INC | | 026874107 | 0 | 400 | SH | | SOLE | |
| AMERISOURCEBERGEN CORP | | 03073E105 | 1 | 74 | SH | | SOLE | |
| AMERIGAS PARTNERS L P | | 030975106 | 8 | 250 | SH | | SOLE | |
| AMGEN INC | | 031162100 | 19 | 360 | SH | | SOLE | |
| ANADARKO PETE CORP | | 032511107 | 13 | 282 | SH | | SOLE | |
| ANADARKO PETE CORP | | 032511107 | 77 | 1696 | SH | | DEFINED | |
| ANNALY CAPITAL MGMT INC | | 035710409 | 4 | 240 | SH | | SOLE | |
| APACHE CORP | | 037411105 | 87 | 1200 | SH | | SOLE | |
| APPLE INC | COM | 037833100 | 14 | 100 | SH | | SOLE | |
| APPLIED MATERIALS INC | | 038222105 | 55 | 4960 | SH | | SOLE | |
| AQUA AMERICAN INC | | 03836W103 | 24 | 1337 | SH | | SOLE | |
| ARCHER-DANIELS-MIDLAND COMPANY | | 039483102 | 18 | 679 | SH | | SOLE | |

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| NAME OF ISSUER | TITLE OF CLASS | CUSIP | MKT VAL x 1000 | QTY | SH/ PRN | PUT/ CALL | INVESTMENT DESCRETION | OTHE MANAGE |
|-----------------------------------|----------------|-----------|-------------------|---------|------------|--------------|--------------------------|----------------|
| ATMOS ENERGY CORP | | 049560105 | 60 | 2393 | SH | | SOLE | |
| AUBURN NATL BANCORP | | 050473107 | 29 | 1000 | SH | | SOLE | |
| AUTODESK INC | | 052769106 | 1 | 65 | SH | | SOLE | |
| AUTO DATA PROCESS | | 053015103 | 80 | 2250 | SH | | SOLE | |
| AUTOZONE | | 053332102 | 23 | 150 | SH | | DEFINED | |
| AVALONBAY CMNTY INC | | 053484101 | 20 | 361 | SH | | SOLE | |
| AVON PRODUCTS INC | COM | 054303102 | 2 | 92 | SH | | SOLE | |
| BP AMOCO PLC | SPONSORED ADR | 055622104 | 317 | 6645 | SH | | SOLE | |
| BP AMOCO PLC | SPONSORED ADR | 055622104 | 148 | 3100 | SH | | DEFINED | |
| BAKER HUGHES INC | COM | 057224107 | 2 | 51 | SH | | SOLE | |
| BALDOR ELEC CO | COM | 057741100 | 3693 | 155307 | SH | | SOLE | |
| BANCO BILBAO VIZCAYA | SP ADR | 05946K101 | 0 | 2 | SH | | SOLE | |
| BANCORPSOUTH INC | | 059692103 | 21498 | 1047669 | SH | | SOLE | |
| BANCORPSOUTH INC | | 059692103 | 243 | 11840 | SH | | DEFINED | |
| BANK OF AMERICA CORP | NEW COM | 060505104 | 65 | 4904 | SH | | SOLE | |
| BANK OF THE OZARKS, INC | | 063904106 | 1734 | 80200 | SH | | SOLE | |
| BARRICK GOLD CORP | | 067901108 | 10 | 295 | SH | | SOLE | |
| BAXTER INTL INC | | 071813109 | 97 | 1829 | SH | | SOLE | |
| BECTON DICKINSON | | 075887109 | 10 | 136 | SH | | SOLE | |
| BED BATH & BEYOND | | 075896100 | 2 | 80 | SH | | SOLE | |
| BERKSHIRE HATHAWAY "A" | | 084670108 | 90 | 1 | SH | | SOLE | |
| BERKSHIRE HATHAWAY INC | DEL CL B | 084670207 | 6 | 2 | SH | | SOLE | |
| BHP BILLITON LIMITED | ADR SPONSORED | 088606108 | 14 | 250 | SH | | SOLE | |
| BIOGEN IDEC INC | | 09062X103 | 10 | 220 | SH | | SOLE | |
| BLACKROCK MUNIYIELD INSURED FD | | 09254E103 | 36 | 3150 | | | SOLE | |
| BOEING INC | | 097023105 | 212 | 4992 | SH | | SOLE | |
| BRISTOL MYERS SQUIBB CO | | 110122108 | 128 | 6309 | SH | | SOLE | |
| BROADCOM CORP | | 111320107 | 11 | 425 | SH | | SOLE | |

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| NAME OF ISSUER | TITLE OF CLASS | CUSIP | MKT VAL x 1000 | QTY | SH/ PRN | PUT/ CALL | INVESTMENT DESCRETION | OTHE MANAGE |
|---|----------------|-----------|-------------------|-----|------------|--------------|--------------------------|----------------|
| BURLINGTON NORTHERN/SANTA FE CORP | | 12189T104 | 4 | 50 | SH | | SOLE | |
| CBS CORP | NEW CL B | 124857202 | 0 | 45 | SH | | SOLE | |
| C H ROBINSON WORLDWIDE INC | | 12541W209 | 2 | 31 | SH | | SOLE | |
| CNOOC LTD | SPONSORED ADR | 126132109 | 4 | 30 | SH | | SOLE | |
| CSX CORP | COM | 126408103 | 9 | 250 | SH | | SOLE | |

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|---------------------------|----------------|-----------|------|-----------|---------|
| CVS CAREMARK CORPORATION | COM | 126650100 | 2 | 60 SH | SOLE |
| CABLEVISION SYS CORP | | 12686C109 | 3 | 145 SH | SOLE |
| CADBURY PLC | ADR | 12721E102 | 24 | 704 SH | SOLE |
| CADENCE FINANCIAL CORP | | 12738A101 | 6 | 2833 SH | SOLE |
| CAMPBELL SOUP CO | COM | 134429109 | 0 | 15 SH | SOLE |
| CAPITAL ONE FINL CORP | COM | 14040H105 | 64 | 2922 SH | SOLE |
| CAPSTEAD MTG CORP | | 14067E308 | 13 | 1000 SH | SOLE |
| CELGENE CORP | | 151020104 | 1 | 25 SH | SOLE |
| CENTERPOINT ENERGY INC | | 15189T107 | 20 | 1786 SH | SOLE |
| CENTURYTEL, INC | | 156700106 | 23 | 750 SH | SOLE |
| CHESAPEAKE ENERGY CORP | | 165167107 | 20 | 1000 SH | SOLE |
| CHEVRON CORPORATION | | 166764100 | 497 | 7501 SH | SOLE |
| CHEVRON CORPORATION | | 166764100 | 146 | 2200 SH | DEFINED |
| CHINA PETE & CHEM CORP | SPON ADR H SHS | 16941R108 | 2 | 25 SH | SOLE |
| CHUBB CORPORATION | | 171232101 | 3 | 78 SH | SOLE |
| CISCO SYS INC | | 17275R102 | 121 | 6497 SH | SOLE |
| CITIGROUP, INC | | 172967101 | 7 | 2241 SH | SOLE |
| CITIGROUP, INC | | 172967101 | 20 | 6632 SH | DEFINED |
| CITIZENS HOLDING COMPANY | | 174715102 | 4960 | 158987 SH | SOLE |
| CITRIX SYSTEMS INC | | 177376100 | 0 | 15 SH | SOLE |
| COCA COLA CO | | 191216100 | 461 | 9611 SH | SOLE |
| COCA COLA CO | | 191216100 | 235 | 4900 SH | DEFINED |
| COCA COLA ENTERPRISES INC | COM | 191219104 | 38 | 2300 SH | SOLE |
| COLGATE-PALMOLIVE CO | | 194162103 | 207 | 2931 SH | SOLE |

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| NAME OF ISSUER | TITLE OF CLASS | CUSIP | MKT VAL x 1000 | QTY | SH/ PRN | PUT/ CALL | INVESTMENT DISCRETION | OTHE MANAGE |
|----------------------------|----------------|-----------|-------------------|--------|------------|--------------|--------------------------|----------------|
| COLONIAL PPTYS TR | COM SH BEN INT | 195872106 | 4 | 500 | SH | | SOLE | |
| COMCAST CORP | NEW CL A COM | 20030N101 | 10 | 701 | SH | | SOLE | |
| COMCAST CORP | NEW CL A COM | 20030N101 | 9 | 601 | SH | | DEFINED | |
| COMCAST CORP | NEW SPL CL A | 20030N200 | 4 | 292 | SH | | SOLE | |
| COMERICA INC | | 200340107 | 0 | 15 | SH | | SOLE | |
| CONCURRENT COMPUTER CORP | NEW | 206710402 | 2 | 395 | SH | | SOLE | |
| CONOCO PHILLIPS | | 20825C104 | 171 | 4075 | SH | | SOLE | |
| COOPER TIRE & RUBBER CO | | 216831107 | 65 | 6528 | SH | | SOLE | |
| COOPER TIRE & RUBBER CO | | 216831107 | 1 | 100 | SH | | DEFINED | |
| CREE RESEARCH INC | | 225447101 | 1 | 40 | SH | | SOLE | |
| CROWN CASTLE INTL CORP | COM | 228227104 | 0 | 19 | SH | | SOLE | |
| DTE ENERGY CO | | 233331107 | 3 | 100 | SH | | SOLE | |
| DWS MUNICIPAL INCOME TRUST | | 23338M106 | 104 | 10425 | | | SOLE | |
| DEERE & CO | | 244199105 | 122 | 3060 | SH | | SOLE | |
| DELL INC | | 24702R101 | 33 | 2413 | SH | | SOLE | |
| DELTIC TIMBER INC | | 247850100 | 224 | 6324 | SH | | SOLE | |
| DELTIC TIMBER INC | | 247850100 | 14746 | 415743 | SH | | DEFINED | |
| DEVON ENERGY CORP | NEW COM | 25179M103 | 13 | 243 | SH | | SOLE | |

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|------------------------------------|--------------|-----------|----|---------|---------|
| WALT DISNEY CO | | 254687106 | 95 | 4088 SH | SOLE |
| DISCOVERY | COM INC CL A | 25470F104 | 1 | 24 SH | SOLE |
| DISCOVERY | COM CL C | 25470F302 | 0 | 24 SH | SOLE |
| DISCOVER FINL SVCS | COM | 254709108 | 15 | 1484 SH | SOLE |
| DISCOVER FINL SVCS | COM | 254709108 | 1 | 130 SH | DEFINED |
| DOLBY LAB INC | | 25659T107 | 1 | 34 SH | SOLE |
| DOMINION RES INC VA | NEW | 25746U109 | 3 | 100 SH | SOLE |
| DOVER CORP | COM | 260003108 | 1 | 20 SH | SOLE |
| DOW CHEMICAL CO | | 260543103 | 24 | 1515 SH | SOLE |
| DR PEPPER SNAPPLE GROUP INC COM | | 26138E109 | 11 | 528 SH | SOLE |

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|--|----------------|-----------|-------------------|-------|------------|--------------|---------------------------|----------------|
| DREYFUS STRATEGIC MUNICIPALS INC | | 261932107 | 112 | 16000 | SH | | SOLE | |
| DU PONT EI D NEMOURS & CO | | 263534109 | 82 | 3211 | SH | | SOLE | |
| DUKE ENERGY CORP | COM | 26441C105 | 30 | 2049 | SH | | SOLE | |
| EMC CORP | | 268648102 | 13 | 964 | SH | | SOLE | |
| EMC CORP | | 268648102 | 1 | 100 | SH | | DEFINED | |
| EAST WEST BANCORP INC | | 27579R104 | 0 | 15 | SH | | SOLE | |
| EASTGROUP PROPERTIES INC | | 277276101 | 2 | 60 | SH | | SOLE | |
| EASTMAN CHEMICAL CO | | 277432100 | 0 | 12 | SH | | SOLE | |
| EATON CORP | COM | 278058102 | 107 | 2400 | SH | | SOLE | |
| EATON VANCE INSURED MUNICIPAL BOND FUND II | | 27827K109 | 9 | 768 | | | SOLE | |
| EATON VANCE TAX MANAGED GLOB | | 27829C105 | 12 | 1000 | SH | | SOLE | |
| EBAY INC | | 278642103 | 4 | 220 | SH | | SOLE | |
| ECOLAB INC | COMMON | 278865100 | 1 | 27 | SH | | SOLE | |
| EDISON INTL | COM | 281020107 | 3 | 100 | SH | | SOLE | |
| EDWARDS LIFESCIENCES CORP | | 28176E108 | 16 | 240 | SH | | SOLE | |
| EL PASO CORPORATION | | 28336L109 | 2 | 166 | SH | | SOLE | |
| ELECTRONIC ARTS INC | | 285512109 | 3 | 161 | SH | | SOLE | |
| EMBARQ CORP | COM | 29078E105 | 105 | 2500 | SH | | SOLE | |
| EMERSON ELECTRIC CO | | 291011104 | 78 | 2402 | SH | | SOLE | |
| ENCORE WIRE CORP | COM | 292562105 | 539 | 25261 | SH | | SOLE | |
| ENERGEN CORP | | 29265N108 | 40 | 1006 | SH | | SOLE | |
| ENERPLUS RESOURCE FD | | 29274D604 | 32 | 1475 | SH | | SOLE | |
| ENTEGRIS INC | | 29362U104 | 0 | 8 | SH | | SOLE | |
| ENTERGY CORP | | 29364G103 | 236 | 3043 | SH | | SOLE | |
| ENTERGY CORP | | 29364G103 | 57 | 734 | SH | | DEFINED | |
| EQUITY RESIDENTIAL PPTYS SBI | | 29476L107 | 1 | 34 | SH | | SOLE | |
| ERICSSON (LM) TELE CO | ADR (NEW) | 294821608 | 1 | 80 | SH | | SOLE | |
| EXELON CORP | | 30161N101 | 36 | 699 | SH | | SOLE | |

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EXPEDIA INC DEL 30212P105 3 220 SH SOLE

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|---------------------------------------|----------------|-----------|-------------------|-------|------------|--------------|--------------------------|----------------|
| EXPRESS SCRIPTS INC | | 302182100 | 7 | 100 | SH | | SOLE | |
| EXTERRAN PARTNERS, L.P. | | 30225N105 | 3 | 200 | SH | | SOLE | |
| EXXON MOBIL CORP | | 30231G102 | 4350 | 62238 | SH | | SOLE | |
| EXXON MOBIL CORP | | 30231G102 | 1293 | 18495 | SH | | DEFINED | |
| FEI CO | | 30241L109 | 2 | 80 | SH | | SOLE | |
| FPL GROUP INC | | 302571104 | 68 | 1200 | SH | | SOLE | |
| FACTSET RESH SYS INC | COM | 303075105 | 1 | 19 | SH | | SOLE | |
| FAIRPOINT COMMUNICATIONS INC | COM | 305560104 | 0 | 156 | SH | | SOLE | |
| FAIRPOINT COMMUNICATIONS INC | COM | 305560104 | 0 | 39 | SH | | DEFINED | |
| FASTENAL CO | | 311900104 | 5 | 150 | SH | | SOLE | |
| FEDERATED INVS INC PA | CL B | 314211103 | 1 | 29 | SH | | SOLE | |
| FEDEX CORPORATION | | 31428X106 | 1 | 9 | SH | | SOLE | |
| FERRELLGAS PARTNERS L P | | 315293100 | 11 | 700 | SH | | SOLE | |
| FIDELITY NATIONAL INFORMATION SVCS | COM | 31620M106 | 0 | 23 | SH | | SOLE | |
| FIDELITY NATIONAL FINANCIAL INC | | 31620R105 | 2 | 175 | SH | | SOLE | |
| FIRST HORIZON NATIONAL | | 320517105 | 3 | 225 | SH | | SOLE | |
| FIRST M & F CORP | | 320744105 | 18 | 4492 | SH | | SOLE | |
| FIRST SOLAR INC | COM | 336433107 | 3 | 20 | SH | | SOLE | |
| FIRST ENERGY CORP | COMMON | 337932107 | 179 | 4613 | SH | | SOLE | |
| FLUOR CORP | | 343412102 | 3 | 55 | SH | | SOLE | |
| FOCUS MEDIA HLDG LTD | | 34415V109 | 1 | 128 | SH | | SOLE | |
| FORD MOTOR COMPANY | COMMON | 345370860 | 9 | 1471 | SH | | SOLE | |
| FOREST LABS | | 345838106 | 3 | 105 | SH | | SOLE | |
| FORTUNE BRANDS INC | | 349631101 | 5 | 156 | SH | | SOLE | |
| FRANKLIN RES INC | COM | 354613101 | 4 | 56 | SH | | SOLE | |
| FREEPORT MCMORAN COPPER & GOLD | COM | 35671D857 | 5 | 94 | SH | | SOLE | |
| FRONTIER OIL CORP | | 35914P105 | 3 | 200 | SH | | SOLE | |
| GALLAGHER ARTHUR J & CO | | 363576109 | 1 | 32 | SH | | SOLE | |

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|---|---------|-----------|-----|----------|---------|
| GAP INC | DEL COM | 364760108 | 3 | 167 SH | SOLE |
| GAYLORD ENTMT CO | NEW COM | 367905106 | 0 | 27 SH | SOLE |
| GENERAL ELECTRIC CO | | 369604103 | 323 | 27592 SH | SOLE |
| GENERAL MLS INC | COM | 370334104 | 6 | 108 SH | SOLE |
| GENZYME CORP | | 372917104 | 4 | 70 SH | SOLE |
| B F GOODRICH | | 382388106 | 2 | 50 SH | SOLE |
| GOOGLE INC | | 38259P508 | 3 | 6 SH | SOLE |
| GREAT PLAINS ENERGY INC | | 391164100 | 0 | 13 SH | SOLE |
| GREENE BANKSHARES | | 394361208 | 3 | 649 SH | SOLE |
| HCC INSURANCE HOLDINGS, INC | | 404132102 | 1 | 50 SH | SOLE |
| HCP INC | COM | 40414L109 | 6 | 300 SH | SOLE |
| HALLIBURTON CO | COM | 406216101 | 3 | 130 SH | SOLE |
| JOHN HANCOCK BK & THRIFT | | 409735206 | 5 | 425 SH | SOLE |
| JOHN HANCOCK PFD INC II | | 41013X106 | 6 | 400 SH | SOLE |
| JOHN HANCOCK PREFERRED INCOME FUND III | | 41021P103 | 2 | 130 SH | SOLE |
| HANESBRANDS INC | COM | 410345102 | 1 | 37 SH | SOLE |
| HEINZ H J CO | COM | 423074103 | 23 | 643 SH | SOLE |
| HELIOS HIGH INCOME FUND | | 42327X105 | 1 | 1008 SH | SOLE |
| HEWLETT PACKARD CO | | 428236103 | 234 | 6053 SH | SOLE |
| HOME DEPOT | | 437076102 | 126 | 5349 SH | SOLE |
| HOME DEPOT | | 437076102 | 15 | 626 SH | DEFINED |
| HONEYWELL INTL INC | | 438516106 | 2 | 67 SH | SOLE |
| HOSPIRA, INC | | 441060100 | 15 | 400 SH | DEFINED |
| HOST HOTELS & RESORTS INC | COM | 44107P104 | 3 | 306 SH | SOLE |
| HUBBELL INC | CL B | 443510201 | 32 | 1000 SH | SOLE |
| HUNTINGTON BANCSHARE INC | | 446150104 | 0 | 23 SH | SOLE |
| ITT INDUSTRIES | | 450911102 | 2 | 40 SH | SOLE |
| IDACORP INC | COM | 451107106 | 3 | 100 SH | SOLE |
| ING GLOBAL EQUITY DIV | | 45684E107 | 12 | 1038 SH | SOLE |
| INTEL CORP CAP | | 458140100 | 223 | 13506 SH | SOLE |

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|--|----------------|-----------|-------------------|------|------------|--------------|-------------------------|----------------|
| INTEL CORP CAP | | 458140100 | 26 | 1600 | SH | | DEFINED | |
| IBM CORP | | 459200101 | 792 | 7583 | SH | | SOLE | |
| IBM CORP | | 459200101 | 31 | 300 | SH | | DEFINED | |
| INTL PAPER CO | | 460146103 | 6 | 400 | SH | | SOLE | |
| INTL PAPER CO | | 460146103 | 14 | 900 | SH | | DEFINED | |
| INTUIT | | 461202103 | 1 | 24 | SH | | SOLE | |
| INVESTMENT GRADE MUNICIPAL INCOME FUND | | 461368102 | 112 | 9055 | | | SOLE | |
| ISHARES MSCI EAFE | | | | | | | | |

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| | | | | | |
|---|---------|-----------|------|----------|---------|
| INDEX FUND | | 464287465 | 36 | 781 SH | SOLE |
| ISHARES TR RUSSELL 2000 VALUE INDEX FD | | 464287630 | 2 | 39 SH | SOLE |
| ISHARES TR DOW JONES REAL ESTATE INDEX FUND | | 464287739 | 17 | 520 SH | SOLE |
| JPMORGAN CHASE & CO | COM | 46625H100 | 245 | 7183 SH | SOLE |
| JPMORGAN CHASE & CO | COM | 46625H100 | 67 | 1956 SH | DEFINED |
| JACOBS ENGINEERING GROUP INC | | 469814107 | 0 | 6 SH | SOLE |
| JOHNSON & JOHNSON | | 478160104 | 1246 | 21948 SH | SOLE |
| JOHNSON & JOHNSON | | 478160104 | 341 | 6000 SH | DEFINED |
| JOHNSON CONTROLS INC | | 478366107 | 36 | 1650 SH | SOLE |
| JUNIPER NETWORKS | | 48203R104 | 3 | 115 SH | SOLE |
| KELLOGG CO | | 487836108 | 16 | 351 SH | SOLE |
| KIMBERLY-CLARK CORP | | 494368103 | 20 | 387 SH | SOLE |
| KINDER MORGAN ENERGY PARTNERS, L.P | | 494550106 | 20 | 400 SH | SOLE |
| KONINKLIJKE PHLPS ELECTRS N V SP | ADR NEW | 500472303 | 2 | 94 SH | SOLE |
| KRAFT FOODS | | 50075N104 | 159 | 6290 SH | SOLE |
| KROGER CO | | 501044101 | 2 | 75 SH | SOLE |
| LSI CORPORATION | COM | 502161102 | 0 | 10 SH | SOLE |
| L 3 COMMUNICATIONS | | 502424104 | 3 | 41 SH | SOLE |
| LAS VEGAS SANDS CORP | | 517834107 | 0 | 11 SH | SOLE |
| LASALLE HOTEL PPTYS | | 517942108 | 0 | 30 SH | SOLE |
| LAWSON SOFTWARE INC | | 52078P102 | 1 | 130 SH | SOLE |

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| NAME OF ISSUER | TITLE OF CLASS | CUSIP | MKT VAL x 1000 | QTY | SH/ PRN | PUT/ CALL | INVESTMENT DISCRETION | OTHE MANAGE |
|--|----------------|-----------|-------------------|------|------------|--------------|--------------------------|----------------|
| LEGG MASON INC | | 524901105 | 12 | 507 | SH | | SOLE | |
| LENDER PROCESSING SERVICES | COM | 52602E102 | 0 | 11 | SH | | SOLE | |
| LEVEL 3 COMMUNICATIONS INC | | 52729N100 | 7 | 4685 | SH | | SOLE | |
| LIBERTY ALL STAR EQUITY FD | | 530158104 | 26 | 7608 | SH | | SOLE | |
| LIBERTY MEDIA GLOBAL INC | COM SER A | 530555101 | 0 | 25 | SH | | SOLE | |
| LIBERTY GLOBAL SERIES C | COMMON STOCK | 530555309 | 0 | 14 | SH | | SOLE | |
| LIBERTY MEDIA HLDG | | 53071M104 | 1 | 203 | SH | | SOLE | |
| LIBERTY MEDIA HLDG CORCAP | | 53071M302 | 1 | 38 | SH | | SOLE | |
| LIBERTY MEDIA ENTERTAINMENT GROUP SERIES A | COM | 53071M500 | 3 | 96 | SH | | SOLE | |
| ELI LILLY & CO | | 532457108 | 12 | 350 | SH | | SOLE | |
| ELI LILLY & CO | | 532457108 | 38 | 1100 | SH | | DEFINED | |
| LIMITED BRANDS, INC | | 532716107 | 1 | 81 | SH | | SOLE | |
| LINCOLN ELECTRIC CO | | | | | | | | |

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| | | | | | |
|--------------------------------|----------|-----------|-----|----------|------|
| HOLDINGS | | 533900106 | 1 | 14 SH | SOLE |
| LOCKHEED MARTIN CORP | | 539830109 | 70 | 873 SH | SOLE |
| LOWES CO INC | | 548661107 | 179 | 9212 SH | SOLE |
| MFA FINANCIAL INC | COM | 55272X102 | 1 | 119 SH | SOLE |
| MGIC INVESTMENT CORP | | 552848103 | 0 | 85 SH | SOLE |
| MACYS INC | | 55616P104 | 1 | 80 SH | SOLE |
| MAGELLAN MIDSTREAM PARTNERS LP | | 559080106 | 9 | 250 SH | SOLE |
| MANULIFE FINANCIAL CORP | | 56501R106 | 361 | 20800 SH | SOLE |
| MARATHON OIL CORP | | 565849106 | 2 | 76 SH | SOLE |
| MARSH & MCLENNAN | | 571748102 | 0 | 20 SH | SOLE |
| MARRIOTT INTL INC | NEW CL A | 571903202 | 1 | 47 SH | SOLE |
| MASCO CORPORATION | | 574599106 | 1 | 75 SH | SOLE |
| MCDERMOTT INTL INC | COM | 580037109 | 3 | 160 SH | SOLE |
| MCDONALD'S CORP | | 580135101 | 144 | 2500 SH | SOLE |
| MCKESSON CORP | | 58155Q103 | 3 | 74 SH | SOLE |
| MEADWESTVACO CORP | | 583334107 | 25 | 1547 SH | SOLE |

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| NAME OF ISSUER | TITLE OF CLASS | CUSIP | MKT VAL x 1000 | QTY | SH/ PUT/ PRN CALL | INVESTMENT DISCRETION | OTHE MANAGE |
|---|----------------|-----------|-------------------|------------|----------------------|--------------------------|----------------|
| MEDCO HEALTH SOLUTIONS INC | | 58405U102 | 36 | 786 SH | | SOLE | |
| MEDICAL ACTION INDUSTRIES INC | | 58449L100 | 1 | 75 SH | | SOLE | |
| MEDTRONIC INC | COM | 585055106 | 3 | 74 SH | | SOLE | |
| MERCK & CO INC | | 589331107 | 106 | 3776 SH | | SOLE | |
| METLIFE INC | COM | 59156R108 | 2 | 53 SH | | SOLE | |
| MICROSOFT CORP | | 594918104 | 235 | 9866 SH | | SOLE | |
| MIDAS GROUP INC | | 595626102 | 7 | 666 SH | | SOLE | |
| MILLIPORE CORP | | 601073109 | 1 | 10 SH | | SOLE | |
| MIRANT CORP | NEW COM | 60467R100 | 0 | 27 SH | | SOLE | |
| MIRANT CORP | NEW WT SER A | 60467R118 | 0 | 88 SH | | SOLE | |
| MONSANTO CO. | (NEW) | 61166W101 | 32 | 434 SH | | SOLE | |
| MORGAN STANLEY DEAN WITTER DISCOVER & CO | | 617446448 | 53 | 1869 SH | | SOLE | |
| MORGAN STANLEY DEAN WITTER DISCOVER & CO | | 617446448 | 7 | 260 SH | | DEFINED | |
| MOTOROLA INC | | 620076109 | 2 | 300 SH | | DEFINED | |
| MURPHY OIL CORP | COM | 626717102 | 7648 | 140813 SH | | SOLE | |
| MURPHY OIL CORP | COM | 626717102 | 407856 | 7509784 SH | | DEFINED | |
| MYLAN INC | COM | 628530107 | 20 | 1500 SH | | SOLE | |
| NASDAQ OMX GROUP INC | COM | 631103108 | 1 | 70 SH | | SOLE | |
| NATIONAL OILWELL VARCO INC | | 637071101 | 1 | 35 SH | | SOLE | |
| NIKE INC | CLASS B | 654106103 | 5 | 100 SH | | SOLE | |
| NISOURCE INC | | 65473P105 | 2 | 200 SH | | SOLE | |
| NOKIA CORP | SPND ADR | 654902204 | 19 | 1282 SH | | SOLE | |
| NOBLE ENERGY INC | | 655044105 | 58 | 990 SH | | SOLE | |
| NORFOLK SO CORP | | 655844108 | 64 | 1712 SH | | SOLE | |
| NORTHERN TRUST COMPANY | | | | | | | |

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| | | | | | |
|------------------------|---------------|-----------|-----|---------|---------|
| NTRS | | 665859104 | 69 | 1280 SH | SOLE |
| NORTHERN TRUST COMPANY | | | | | |
| NTRS | | 665859104 | 118 | 2200 SH | DEFINED |
| NOVARTIS AG | SPONSORED ADR | 66987V109 | 5 | 114 SH | SOLE |

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| NAME OF ISSUER | TITLE OF CLASS | CUSIP | MKT VAL x 1000 | QTY | SH/ PRN | PUT/ CALL | INVESTMENT DESCRETION | OTHE MANAGE |
|-------------------------|----------------|-----------|-------------------|-------|------------|--------------|--------------------------|----------------|
| NOVELLUS SYSTEMS | | 670008101 | 2 | 100 | SH | | SOLE | |
| NUCOR CORP | | 670346105 | 4 | 90 | SH | | SOLE | |
| NUSTAR ENERGY LP | | | | | | | | |
| COMUNIT | | 67058H102 | 7 | 122 | SH | | SOLE | |
| NUVEEN INSD PREMIUM | | | | | | | | |
| INCOME MUNI FD | | 6706D8104 | 75 | 6612 | SH | | SOLE | |
| NUVEEN PERFORMANCE | | | | | | | | |
| PLUS MUNICIPAL FD | | 67062P108 | 119 | 9285 | SH | | SOLE | |
| NVIDIA CORPORATION | | 67066G104 | 2 | 175 | SH | | SOLE | |
| NUVEEN MUN VALUE FD INC | | 670928100 | 294 | 32043 | | | SOLE | |
| NUVEEN QUALITY INCOME | | | | | | | | |
| MUNI | | 670977107 | 127 | 10000 | SH | | SOLE | |
| NUVEEN INSURED | | | | | | | | |
| MUNICIPAL | | | | | | | | |
| OPPORTUNITY FUND INC | | 670984103 | 67 | 5529 | | | SOLE | |
| OCCIDENTAL PETE COR | DEL | 674599105 | 40 | 612 | SH | | SOLE | |
| OMNICOM GROUP | | 681919106 | 2 | 77 | SH | | SOLE | |
| ORACLE SYSTEMS CORP | | 68389X105 | 15 | 698 | SH | | SOLE | |
| PG&E CORP | | 69331C108 | 12 | 318 | SH | | SOLE | |
| PNC BANK CORP | | 693475105 | 0 | 1 | SH | | SOLE | |
| PPG INDUSTRIES INC | | 693506107 | 2 | 45 | SH | | SOLE | |
| PACCAR INC | | 693718108 | 1 | 30 | SH | | SOLE | |
| PACTIV COPR | | 695257105 | 19 | 897 | SH | | SOLE | |
| PALL CORPORATION | COM | 696429307 | 2 | 67 | SH | | SOLE | |
| PENSKE AUTOMOTIVE GRP | | | | | | | | |
| INC | COM | 70959W103 | 1 | 35 | SH | | SOLE | |
| PEPSI BOTTLING GROUP | | | | | | | | |
| INC | | 713409100 | 1 | 33 | SH | | SOLE | |
| PEPSIAMERICAS INC | | 71343P200 | 107 | 4000 | SH | | SOLE | |
| PEPSICO INC | COM | 713448108 | 566 | 10297 | SH | | SOLE | |
| PEPSICO INC | COM | 713448108 | 60 | 1100 | SH | | DEFINED | |
| PETROCHINA CO LTD | | 71646E100 | 2 | 20 | SH | | SOLE | |
| PETROBRAS | | 71654V408 | 8 | 192 | SH | | SOLE | |
| PFIZER INC | | 717081103 | 273 | 18201 | SH | | SOLE | |
| PFIZER INC | | 717081103 | 11 | 700 | SH | | DEFINED | |
| PHILLIP MORRIS INTL INC | COM | 718172109 | 241 | 5525 | SH | | SOLE | |
| PIMCO MUNI INCOME FUND | | | | | | | | |
| III | | 72201A103 | 13 | 1333 | | | SOLE | |

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| NAME OF ISSUER | TITLE OF CLASS | CUSIP | MKT VAL x 1000 | QTY | SH/ PRN | PUT/ CALL | INVESTMENT DESCRETION | OTHE MANAGE |
|--|--------------------|-----------|-------------------|-------|------------|--------------|--------------------------|----------------|
| PITNEY BOWES INC | COM | 724479100 | 2 | 108 | SH | | SOLE | |
| PRAXAIR INC | COM | 74005P104 | 31 | 432 | SH | | SOLE | |
| T ROWE PRICE & ASSOC PRINCIPAL FINANCIAL GROUP | | 74144T108 | 9 | 228 | SH | | SOLE | |
| 74251V102 | | | 24 | 1283 | SH | | SOLE | |
| PROCTER & GAMBLE CO | COM | 742718109 | 901 | 17644 | SH | | SOLE | |
| PROCTER & GAMBLE CO | COM | 742718109 | 307 | 6000 | SH | | DEFINED | |
| PROLOGIS | SH BEN INT COM | 743410102 | 0 | 12 | SH | | SOLE | |
| PROSHARES TR | PSHS ULSHT SP500 | 74347R883 | 193 | 3497 | SH | | SOLE | |
| PUBLIC SVC ENTERPRISE GROUP INC | | 744573106 | 22 | 660 | SH | | SOLE | |
| PUBLIC STORAGE, INC REIT | | 74460D109 | 29 | 450 | SH | | SOLE | |
| PUTNAM MANAGED MUNICIPAL INCOME TRUST | | 746823103 | 1 | 250 | | | SOLE | |
| QUALCOMM INC | | 747525103 | 21 | 457 | SH | | SOLE | |
| QUANTUM FUEL SYS TECHNOLOGIES | COM | 74765E109 | 0 | 285 | SH | | SOLE | |
| RRI ENERGY INC | | 74971X107 | 6 | 1267 | SH | | SOLE | |
| RAYTHEON CO | NEW | 755111507 | 19 | 427 | SH | | SOLE | |
| REGIONS FINANCIAL CORP | NEW | 7591EP100 | 163 | 40337 | SH | | SOLE | |
| REGIONS FINANCIAL CORP | NEW | 7591EP100 | 9 | 2205 | SH | | DEFINED | |
| RENASANT CORP | COM | 75970E107 | 124 | 8224 | SH | | SOLE | |
| RIO TINTO PLC | SPONSORED ADR | 767204100 | 10 | 63 | SH | | SOLE | |
| ROBERT HALF INTL INC | | 770323103 | 0 | 20 | SH | | SOLE | |
| ROYAL BK SCOTLAND GROUP | ADR PREF SHS SER Q | 780097754 | 14 | 1200 | SH | | SOLE | |
| ROYAL DUTCH SHELL PLC | SPON ADR B | 780259107 | 79 | 1551 | SH | | DEFINED | |
| ROYAL DUTCH SHELL PLC | | 780259206 | 75 | 1500 | SH | | SOLE | |
| ROYAL DUTCH SHELL PLC | | 780259206 | 161 | 3200 | SH | | DEFINED | |
| ROYCE FOCUS TRUST INC | | 78080N108 | 1 | 281 | SH | | SOLE | |
| ROYCE VALUE TR INC | | 780910105 | 5 | 544 | SH | | SOLE | |
| ROYCE MICRO CAP TRUST INC | | 780915104 | 2 | 253 | SH | | SOLE | |

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| NAME OF ISSUER | TITLE OF CLASS | CUSIP | MKT VAL x 1000 | QTY | SH/ PRN | PUT/ CALL | INVESTMENT DESCRETION | OTHE MANAGE |
|----------------------------------|----------------|-----------|-------------------|------|------------|--------------|--------------------------|----------------|
| STANDARD & POORS DEP RECEIPTS | | 78462F103 | 171 | 1858 | SH | | SOLE | |
| SANDISK CORP | COM | 80004C101 | 2 | 127 | SH | | SOLE | |

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|---|--------------|-----------|-----|----------|---------|
| SATYAM COMPUTER SVCS LTD | ADR | 804098101 | 0 | 80 SH | SOLE |
| SCANA CORP | NEW | 80589M102 | 4 | 115 SH | SOLE |
| SCHERING PLOUGH CORP | COM | 806605101 | 283 | 11275 SH | SOLE |
| SCHLUMBERGER LTD | COM | 806857108 | 73 | 1354 SH | SOLE |
| THE CHARLES SCHWAB CORP | | 808513105 | 2 | 105 SH | SOLE |
| SEARS HOLDINGS CORP | | 812350106 | 3 | 40 SH | SOLE |
| SEMPRA ENERGY | COM | 816851109 | 15 | 300 SH | SOLE |
| SERVICE CORP INTL W/RIGHTS TO PURC | COMMON STOCK | 817565104 | 1 | 107 SH | SOLE |
| SIGMA ALDRICH CORP | | 826552101 | 15 | 300 SH | SOLE |
| SIMMONS 1ST NATL CORP | CL A \$1 PAR | 828730200 | 269 | 10066 SH | SOLE |
| SIMMONS 1ST NATL CORP | CL A \$1 PAR | 828730200 | 13 | 500 SH | DEFINED |
| SIMON PROPERTY GROUP INC | | 828806109 | 2 | 31 SH | SOLE |
| SIMPSON MANUFACTURING CO INC | COM | 829073105 | 1 | 25 SH | SOLE |
| SINOPEC SHANGHAI PETROCHEMICAL CO LTD | ADR | 82935M109 | 1 | 25 SH | SOLE |
| SIRIUS XM RADIO INC | | 82967N108 | 2 | 5800 SH | SOLE |
| SMITH & NEPHEW P L C | SPD ADR | 83175M205 | 2 | 59 SH | SOLE |
| SMUCKER J M CO | | 832696405 | 2 | 34 SH | SOLE |
| SOUTHERN CO | COM | 842587107 | 325 | 10446 SH | SOLE |
| SOUTHERN CO | COM | 842587107 | 113 | 3621 SH | DEFINED |
| SPECTRA ENERGY | | 847560109 | 25 | 1461 SH | SOLE |
| SPRINT NEXTEL CORP | COM SER 1 | 852061100 | 241 | 50000 SH | SOLE |
| STARBUCKS CORP | | 855244109 | 1 | 81 SH | SOLE |
| STARWOOD HOTELS & RESORTS WORLDWIDE INC | COM | 85590A401 | 13 | 587 SH | SOLE |
| STATE STREET CORP | | 857477103 | 3 | 61 SH | SOLE |
| STONE ENERGY CORP | | 861642106 | 4 | 500 SH | SOLE |
| STRYKER CORP | | 863667101 | 8 | 200 SH | SOLE |

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| NAME OF ISSUER | TITLE OF CLASS | CUSIP | MKT VAL x 1000 | QTY | SH/ PRN | PUT/ CALL | INVESTMENT DESCRETION | OTHE MANAGE |
|---------------------------------|----------------|-----------|-------------------|---------|------------|--------------|--------------------------|----------------|
| SUBURBAN PROPANE PARTNERS L P | | 864482104 | 21 | 500 SH | | | SOLE | |
| SUN MICROSYSTEMS INC | COM | 866810203 | 5 | 500 SH | | | SOLE | |
| SUNCOR ENERGY INC | | 867229106 | 63 | 2068 SH | | | SOLE | |
| SUNTRUST BANKS INC | COM | 867914103 | 22 | 1343 SH | | | SOLE | |
| SYNOVUS FINL CORP | | 87161C105 | 0 | 72 SH | | | SOLE | |
| SYNIVERSE HLDGS INC | COM | 87163F106 | 1 | 57 SH | | | SOLE | |
| SYSCO CORP | | 871829107 | 19 | 863 SH | | | SOLE | |
| TAIWAN SEMICONDUCTOR MFG CO LTD | ADR'S | 874039100 | 3 | 275 SH | | | SOLE | |
| TARGET CORP | | 87612E106 | 70 | 1765 SH | | | SOLE | |
| TELEFONOS DE MEXICO SA DE CV | SPONS ADR | 879403780 | 5 | 314 SH | | | SOLE | |
| TELMEX INTERNATIONAL | | | | | | | | |

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|-------------------------|-------------------|-----------|-----|----------|---------|
| SAB DE CV L | ADR | 879690105 | 4 | 314 SH | SOLE |
| TERRA INDUSTRIES INC | | 880915103 | 0 | 15 SH | SOLE |
| TEXAS INSTRUMENTS | | 882508104 | 17 | 781 SH | SOLE |
| THERMO FISHER | | | | | |
| SCIENTIFIC INC | | 883556102 | 1 | 15 SH | SOLE |
| 3M CO | | 88579Y101 | 242 | 4034 SH | SOLE |
| TIFFANY & CO | NEW | 886547108 | 15 | 604 SH | SOLE |
| TIME WARNER INC | COM NEW | 887317303 | 18 | 716 SH | SOLE |
| TIME WARNER CABLE, INC | | 88732J207 | 4 | 141 SH | SOLE |
| TORONTO-DOMINION BANK | ADR | 891160509 | 5 | 94 SH | SOLE |
| TRAVELERS COMPANIES INC | COM | 89417E109 | 4 | 100 SH | SOLE |
| TRUSTMARK CORP | COM | 898402102 | 463 | 23997 SH | SOLE |
| PERINI CORP | | 901109108 | 0 | 20 SH | SOLE |
| TYSON FOODS INC | CL A | 902494103 | 25 | 2000 SH | SOLE |
| USA TRUCK INC | COM | 902925106 | 245 | 18113 SH | SOLE |
| US BANCORP | DEL NEW | 902973304 | 8 | 465 SH | SOLE |
| UNILEVER PLC | SPONS ADR NEW COM | 904767704 | 3 | 120 SH | SOLE |
| UNION PACIFIC CORP | | 907818108 | 23 | 451 SH | SOLE |
| UNION PACIFIC CORP | | 907818108 | 229 | 4400 SH | DEFINED |

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| NAME OF ISSUER | TITLE OF CLASS | CUSIP | MKT VAL x 1000 | QTY | SH/ PRN | PUT/ CALL | INVESTMENT DESCRETION | OTHE MANAGE |
|--|----------------|-----------|-------------------|-------|------------|--------------|--------------------------|----------------|
| UNITED PARCEL SERVICE - UNITED TECHNOLOGIES CORP | CLB | 911312106 | 5 | 110 | SH | | SOLE | |
| UNITEDHEALTH GROUP | | 913017109 | 124 | 2380 | SH | | SOLE | |
| VAALCO ENERGY INC | COM | 91324P102 | 5 | 183 | SH | | SOLE | |
| VALE S A | ADR | 91851C201 | 10 | 2365 | SH | | SOLE | |
| VANGUARD MEGA CAP 300 ETF (LARGE CAP 300 INDEX) | | 91912E105 | 3 | 165 | SH | | SOLE | |
| VANGUARD SHORT TERM BOND ETF | | 921910873 | 1156 | 36097 | SH | | SOLE | |
| VANGUARD TOTAL BOND MARKET ETF | | 921937827 | 20 | 250 | SH | | SOLE | |
| VANGUARD EUROPE PACIFIC ETF | | 921937835 | 152 | 1956 | SH | | SOLE | |
| VANGUARD FTSE INT'L EQUITY | | 921943858 | 330 | 11543 | SH | | SOLE | |
| VARIAN SEMICONDUCTOR EQUIP | | 922042775 | 11 | 302 | SH | | SOLE | |
| VANGUARD MID CAP ETF | | 922207105 | 0 | 18 | SH | | SOLE | |
| VANGUARD LARGE CAP ETF | | 922908629 | 645 | 13788 | SH | | SOLE | |
| VANGUARD SMALL CAP ETF | | 922908637 | 222 | 5316 | SH | | SOLE | |
| VERIZON COMMUNICATIONS | | 922908751 | 466 | 10194 | SH | | SOLE | |
| VERIZON COMMUNICATIONS | | 92343V104 | 376 | 12226 | SH | | SOLE | |
| VERTEX PHARMACEUTICALS INC | COM | 92343V104 | 66 | 2142 | SH | | DEFINED | |
| VIAD CORPORATION | | 92532F100 | 1 | 35 | SH | | SOLE | |
| VIACOM INC | NEW CL B | 92552R406 | 1 | 87 | SH | | SOLE | |
| | | 92553P201 | 2 | 67 | SH | | SOLE | |

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| | | | | | |
|-------------------------|-------------------|-----------|------|----------|---------|
| VODAFONE GROUP PLC | NEW SPONS ADR NEW | 92857W209 | 30 | 1524 SH | SOLE |
| VODAFONE GROUP PLC | NEW SPONS ADR NEW | 92857W209 | 10 | 494 SH | DEFINED |
| W.P.CAREY & CO., LLC | | 92930Y107 | 12 | 500 SH | SOLE |
| WAL MART STORES INC | COM | 931142103 | 1338 | 27634 SH | SOLE |
| WAL MART STORES INC | COM | 931142103 | 43 | 886 SH | DEFINED |
| WALGREEN CO | COM | 931422109 | 51 | 1723 SH | SOLE |
| WASTE MANAGEMENT INC | NEW | 94106L109 | 4 | 130 SH | SOLE |
| WATSON WYATT & CO HLDGS | CLASS A | 942712100 | 1 | 26 SH | SOLE |

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| NAME OF ISSUER | TITLE OF CLASS | CUSIP | MKT VAL x 1000 | QTY | SH/ PUT/ PRN CALL | INVESTMENT DESCRETION | OTHE MANAGE |
|----------------------------------|----------------|-----------|-------------------|----------|-------------------------|--------------------------|----------------|
| WELLS FARGO & CO. | NEW | 949746101 | 38 | 1554 | SH | SOLE | |
| WESTAR ENERGY INC | | 95709T100 | 13 | 700 | SH | SOLE | |
| WEYERHAEUSER CO | COM | 962166104 | 2 | 62 | SH | SOLE | |
| WILLIAMS COMPANY | COMMON | 969457100 | 10 | 623 | SH | SOLE | |
| WINDSTREAM, INC | | 97381W104 | 2 | 280 | SH | SOLE | |
| WISDOM TREE TR DIV TOP 100 FD | | 97717W406 | 250 | 7565 | SH | SOLE | |
| WYETH | | 983024100 | 38 | 845 | SH | SOLE | |
| XCEL ENERGY INC | | 98389B100 | 18 | 977 | SH | SOLE | |
| YUM BRANDS INC | | 988498101 | 429 | 12856 | SH | SOLE | |
| ZIMMER HLDGS INC | | 98956P102 | 6 | 140 | SH | SOLE | |
| GRAND TOTALS | | | 495615 | 10641619 | | | |

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