

RENASANT CORP
Form 4
July 03, 2007

FORM 4

**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).

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 *
SHMERLING MICHAEL D

2. Issuer Name and Ticker or Trading Symbol
RENASANT CORP [RNST]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O KROLL INC, 900 THIRD AVE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
07/01/2007

Director 10% Owner
 Officer (give title below) Other (specify below)

NEW YORK, NY 10022

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 (Instr. 8) | 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) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----------------------|
| | | | Code | V | Amount | (D) | Price | |
| Common Stock | 07/01/2007 | | A | | 98,734 | A | 11 99,915 | D |
| Common Stock | 07/01/2007 | | A | | 1,460 | A | 11 1,460 | I Custodian for Child |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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. Price or Amount of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------------------|
| Phantom Stock | (2) | 07/01/2007 | | A | 398.95 | (2) (2) | Common Stock | 398.95 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SHMERLING MICHAEL D C/O KROLL INC 900 THIRD AVE NEW YORK, NY 10022 | | X | | |

Signatures

| | |
|---------------------------------|------------|
| Michael D. Shmerling | 07/03/2007 |
| **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) Received on July 1, 2007 in connection with the merger of Capital Bancorp, Inc. (CPBB, "Capital") with and into Renasant Corporation (the "Company"), based on the reporting person's election of merger consideration from (1) \$38.00 in cash for each share of Capital common stock, (2) 1.2659 shares of Company common stock for each share of Capital common stock, or (3) a combination consisting of 40% cash and 60% Renasant common stock.
- (2) In connection with the Company's merger with Capital Bancorp, Inc. ("Capital"), the Company assumed the Capital Director Deferred Stock Compensation Plan (the "Predecessor Plan"). On July 1, 2007, the effective time of the merger, the balance of the reporting person's account in the Predecessor Plan was converted into Company phantom stock units, adjusted by multiplying the number of units in the reporting person's account by 1.2659, the exchange ratio in the merger. The phantom units are settled 100% in the Company's common stock in accordance with the provisions of the Predecessor Plan and the reporting person's deferral election thereunder as in effect on July 1, 2007. The conversion or exercise price is one phantom stock unit for one share of the Company's common stock.

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.