

RAINEY WILLIAM O  
Form 4  
October 25, 2004

**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 \*  
RAINEY WILLIAM O

2. Issuer Name and Ticker or Trading Symbol  
TRUSTMARK CORP [TRMK]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
P. O. BOX 291

3. Date of Earliest Transaction  
(Month/Day/Year)  
10/22/2004

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

Wholly Owned Subsidiary

(Street)  
JACKSON, MS 39205

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 or Price   |  |                                   |
| common                          | 10/22/2004                           |  | M                              |   | \$ 22.5625  | 34,751   | D                                 |
| common                          | 10/22/2004                           |  | S                              |   | \$ 31.505   | 29,751   | D                                 |
| common                          | 10/22/2004                           |  | M                              |   | \$ 22.7812  | 35,251   | D                                 |
| common                          | 10/22/2004                           |  | S                              |   | \$ 31.505   | 29,751   | D                                 |
| common                          | 10/22/2004                           |  | M                              |   | \$ 25.4569  | 33,001   | D                                 |
| common                          | 10/22/2004                           |  | S                              |   | \$ 31.505   | 29,751   | D                                 |
| common                          | 10/22/2004                           |  | M                              |   | \$ 24.09  | 31,376   | D                                 |

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common 10/22/2004 S 1,625 D \$ 31.505 29,751 D

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

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**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 (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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|----------------------------|
| Employee Stock Option                      | \$ 22.5625   | 10/22/2004                           |  | M                              | 5,000  | 05/09/2002 05/09/2008                                    | common  | 5,000                      |
| Employee Stock Option                      | \$ 22.7812   | 10/22/2004                           |  | M                              | 5,500  | 05/11/2003 05/11/2009                                    | common  | 5,500                      |
| Employee Stock Option                      | \$ 25.4569   | 10/22/2004                           |  | M                              | 3,250  | 04/09/2004 04/09/2012                                    | common  | 3,250                      |
| Employee Stock Option                      | \$ 24.09   | 10/22/2004                           |  | M                              | 1,625  | 04/15/2004 04/15/2013                                    | common  | 1,625                      |

## Reporting Owners

| Reporting Owner Name / Address                         | Relationships |           |         |                         |
|--|---------------|-----------|---------|-------------------------|
|  | Director      | 10% Owner | Officer | Other                   |
| RAINEY WILLIAM O<br>P. O. BOX 291<br>JACKSON, MS 39205 |               |           |         | Wholly Owned Subsidiary |

## Signatures

William O. Rainey by: T. Harris Collier, III,  
POA

10/25/2004

\_\_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) Exercise price of derivative securities is \$22.5625
- (2) Exercise price of derivative securities is \$22.7812
- (3) Exercise price of derivative securities is \$25.4569
- (4) Exercise price of derivative securities is \$24.09

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.