RENASANT CORP

Form 4

February 05, 2007

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB

**OMB APPROVAL** 

Number:

3235-0287

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January 31, 2005

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Check this box

**SECURITIES** Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

may continue. See Instruction 30(h) of the Investment Company Act of 1940

1(b).

Common

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person * WAYCASTER C MITCHELL			2. Issuer Name <b>and</b> Ticker or Trading Symbol					5. Relationship of Reporting Person(s) to Issuer				
				RENASANT CORP [RNST]					(Check all applicable)			
(Last)	(Last) (First) (Middle)			3. Date of Earliest Transaction (Month/Day/Year)					Director 10% Owner			
2808 ST. ANDREWS DR			02/01/2007					_X_ Officer (give title Other (specify below) EVP				
	4. If Amen	4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check					
BELDEN, M	Filed(Month/Day/Year)					Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting						
								Person				
(City)	(State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned											
1.Title of Security (Instr. 3)	2. Transaction (Month/Day/Y	ear) Execut any	eemed ion Date, if n/Day/Year)	3. Transaction Code (Instr. 8)	(Instr. 3,	ispose	d of (D)	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 Indirect Beneficial Ownership (Instr. 4)		
Common Stock	02/01/2007			A	249 (4)	A	\$ 30.63	2,499	D			
Common Stock (Restricted Stock)								2,250 (1)	D			

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)

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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)	saction Date 3A. Deemed  A/Day/Year)  Execution Date, if any (Month/Day/Year)		5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to Buy)	\$ 30.63					01/01/2008(3)	01/01/2017	Common Stock	7,500
Stock Options (Right to Buy)	\$ 15.65					01/01/2003(3)	01/01/2012	Common Stock	7,875
Stock Options (Right to Buy)	\$ 18.77					01/01/2004(3)	01/01/2013	Common Stock	7,875
Stock Options (Right to Buy)	\$ 22.23					01/01/2005(3)	01/01/2014	Common Stock	7,875
Stock Options (Right to Buy)	\$ 22.77					01/01/2006(3)	01/01/2015	Common Stock	7,875
Stock Options (Right to Buy)	\$ 21.93					01/01/2007(3)	01/01/2016	Common Stock	7,500
Phantom Stock	(2)					(2)	(2)	Common Stock	84.93

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

WAYCASTER C MITCHELL 2808 ST. ANDREWS DR BELDEN, MS 38826

**EVP** 

# **Signatures**

C. Mitchell Waycaster 02/05/2007

\*\*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).
  - This is the target amount of a performance based restricted stock grant available at the end of the 2007 Performance Cycle if certain performance criteria is met. Any adjustments to the Target Award (whether an incrase or decrase) will be reported at the time of the
- (1) actual determination of performance as compared to the applicable threshold, target and maximum Performance Objectives. In no event, however, will the number of shares awarded exceed 150% of the number of shares of the target award. Share price will be determined on the last business day prior to the end of the performance cycle.
- The phantom stock units are accrued under the Renasant DSU Plan. The units are settled 100% in the Company's common stock upon the (2) reporting person's retirement or upon approved hardship reasons. The conversion price is one phantom stock unit for one share of the Company's common stock.
- (3) Beginning with this date, equal installments of 33 1/3 of the option shares granted will be available for exercise upon completion of one, two, and three years service measured from date of grant, respectively. The options expire ten 10 years from the grant date.
- (4) This is the adjustment to the target amount of the 2006 performance based restricted stock grant previously reported.

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.

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