

Woods Charles Scott
Form 3
February 02, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Woods Charles Scott

(Last) (First) (Middle)

P. O. BOX 291

(Street)

JACKSON, MS 39205-0291

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

01/23/2006

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

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original Filed(Month/Day/Year)

(Check all applicable)

____ Director ____ 10% Owner
____ Officer ____X____ Other
(give title below) (specify below)
Wholly Owned Subsidiary

6. Individual or Joint/Group Filing(Check Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities Beneficially Owned
(Instr. 4)

3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)

4. Nature of Indirect Beneficial Ownership
(Instr. 5)

common

11,278

D (1) A

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

SEC 1473 (7-02)

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

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and Expiration Date
(Month/Day/Year)

Date Exercisable Expiration Date

3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)

Title Amount or Number of

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security: Direct (D) or Indirect

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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				Shares		(I) (Instr. 5)	
Employee Stock Options (right to buy)	Â (2)	04/15/2013	common	1,750	\$ 24.09	D	Â
Employee Stock Options (right to buy)	Â (3)	04/20/2014	common	3,500	\$ 27.3	D	Â
Employee Stock Options (right to buy)	Â (4)	05/10/2012	common	3,500	\$ 28.28	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Woods Charles Scott P. O. BOX 291 JACKSON, MS 39205-0291	Â	Â	Â	Wholly Owned Subsidiary

Signatures

Charles Scott Woods by: T. Harris Collier, III,
POA 02/02/2006

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Shares include employee sponsored stock purchase plan, 401(k) and 900 shares owned by children.
- (2) The option vested in four equal annual installments beginning April 15, 2004.
- (3) The option vests in four equal annual installments beginning April 20, 2005.
- (4) The option vests in five equal annual installments beginning May 10, 2006

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.
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