

RENASANT CORP
Form 5
February 15, 2006

FORM 5

**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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
Cianciola Francis J

(Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

11399 GLEN BIRNHAM ROAD

(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2005

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

EADS, TN 38028

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

6. Individual or Joint/Group Reporting

(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)	(A) or (D)	Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	11/15/2005	Â	S	73	D	\$ 31.36	32,000	I	IRA
Common Stock	11/17/2005	Â	S	4,252	D	\$ 31.44	32,000	I	IRA
Common Stock	11/18/2005	Â	S	6,377	D	\$ 31.44	32,000	I	IRA
Common Stock	11/21/2005	Â	S	1,495	D	\$ 31.44	32,000	I	IRA

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

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(9-02)

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 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. P
					(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares	Deri Sec (Ins
Phantom Stock	Â	Â	Â	Â	Â Â	Â (1) Â (1)	Common Stock 1,876.37	
Stock Options (Right of buy)	\$ 34.15	Â	Â	Â	Â Â	Â (2) Â (2)	Common Stock 3,500	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cianciola Francis J 11399 GLEN BIRNHAM ROAD EADS, TN 38028	Â X	Â	Â Executive Officer	Â

Signatures

Francis J.
Cianciola
02/15/2006

**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) The phantom stock units resulted from the termination of a deferred compensation plan (the "prior plan") associated with Renasant Bank, formerly a wholly-owned subsidiary of Renasant Bancshares, Inc., which was merged with and into The Peoples Bank & Trust Company, now also known as Renasant Bank. These funds were transferred into the Company's DSU Plan as determined by the fair market value of the participant's interest in the prior plan as of November 11, 2005, divided by the fair market value of a share of the Company's common stock as of such date. The units are settled 100% in the Company's common stock upon the reporting person's retirement or upon approved hardship reasons. The conversion or exercise price is one phantom stock unit for one share of the Company's common stock.

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- (2) Equal installments of $33 \frac{1}{3}$ of the option shares granted will become exercisable on the completion of one, two, and three years of service measured from the grant date, respectively. The options will expire ten years from the grant date.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.