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BANCORPSOUTH INC
Form 13F-HR
November 16, 2009

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON D.C. 20549

FORM 13F

FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: September 30, 2009

Check here if Amendment ; Amendment Number: _____
This Amendment (Check only one): is a restatement
 adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: BancorpSouth Inc.
Address: One Mississippi Plaza
201 South Spring Street
Tupelo MS 38804

Form 13F File Number: 28-10453

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it that all information contained herein is true correct and complete and that it is understood that all required items statements schedules lists and tables are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: Cathy S. Freeman
Title: Executive Vice President and Corporate Secretary
Phone: (662) 680-2084

Signature Place and Date of Signing:

| | | |
|----------------------|--------------------|-------------------|
| /s/ Cathy S. Freeman | Tupelo Mississippi | November 13, 2009 |
| ----- | ----- | ----- |
| [Signature] | [City State] | [Date] |

Report Type (Check only one.):

- 13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report.)
- 13F NOTICE. (Check here if no holdings reported are in this report and all holdings are reported by other reporting manager(s).)
- 13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

List of Other Managers Reporting for this Manager: None.

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FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 1
 Form 13F Information Table Entry Total: 394
 Form 13F Information Table Value Total: \$10,628,935
 (thousands)

LIST OF OTHER INCLUDED MANAGERS:

Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional investment managers with respect to which this report is filed other than the manager filing this report.

| No. | Form 13F File Number | Name |
|-----|----------------------|-------------------|
| 1 | 28-10939 | BancorpSouth Bank |

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FORM 13F INFORMATION TABLE

| NAME OF ISSUER | TITLE OF CLASS | CUSIP | MKT VAL x 1000 | QTY | SH/ PUT/ PRN CALL | INVESTMENT DESCRETION | OTHER MANAGERS | S |
|---------------------------------|----------------|-----------|----------------|-------|-------------------|-----------------------|----------------|---|
| INGSOLL-RAND PUBLIC LIMITED | | G47791101 | 40 | 1310 | SH | SOLE | 1 | |
| TYCO INTL LTD W/I | | H89128104 | 14 | 415 | SH | SOLE | 1 | |
| ACCO BRANDS CORP | | 00081T108 | 0 | 34 | SH | SOLE | 1 | |
| A F L A C INC | | 001055102 | 78 | 1825 | SH | SOLE | 1 | |
| AES CORPORATION | | 00130H105 | 1 | 69 | SH | SOLE | 1 | |
| AT&T INC | COM | 00206R102 | 648 | 23992 | SH | SOLE | 1 | 2 |
| AT&T INC | COM | 00206R102 | 161 | 5980 | SH | DEFINED | 1 | |
| ABBOTT LAB | | 002824100 | 203 | 4103 | SH | SOLE | 1 | |
| ABBOTT LAB | | 002824100 | 198 | 4000 | SH | DEFINED | 1 | |
| ABERDEEN ASIA-PACIFIC FUND | | 003009107 | 26 | 4275 | SH | SOLE | 1 | |
| ADVANCED AUTO PARTS INC | | 00751Y106 | 14 | 365 | SH | SOLE | 1 | |
| ADVANCED MICRO DEVICES INC | | 007903107 | 7 | 1250 | SH | SOLE | 1 | |
| AGNICO EAGLE MINES | | 008474108 | 34 | 500 | SH | SOLE | 1 | |
| AIR PRODS & CHEMS INC | COM | 009158106 | 25 | 325 | SH | SOLE | 1 | |
| AIXTRON AKTIENGELELLSCHAFT | ADR | 009606104 | 14 | 510 | SH | SOLE | 1 | |
| ALCOA INC | | 013817101 | 18 | 1400 | SH | SOLE | 1 | |
| | SPONSOR | | | | | | | |
| ALCATEL LUCENT | ED ADR | 013904305 | 1 | 305 | SH | SOLE | 1 | |
| ALLEGHENY ENERGY INC | | 017361106 | 2 | 66 | SH | SOLE | 1 | |
| ALLERGAN INC | | 018490102 | 18 | 320 | SH | SOLE | 1 | |
| ALLIANCEBERNSTEIN MUN INCOME FD | | 01864U106 | 135 | 9800 | | SOLE | 1 | |
| ALLIANCEBERNSTEIN INCOME FD | | 01881E101 | 15 | 1850 | SH | SOLE | 1 | |
| ALLIANCEBERNSTEIN HLDG LP | | 01881G106 | 5 | 166 | SH | SOLE | 1 | |
| ALLSTATE CORP | COMMON | 020002101 | 73 | 2382 | SH | SOLE | 1 | |
| ALLSTATE CORP | COMMON | 020002101 | 9 | 310 | SH | DEFINED | 1 | |

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| | | | | | | |
|-------------------------|-------|-----------|-----|---------|------|---|
| ALTRIA GROUP INC | | 02209S103 | 98 | 5523 SH | SOLE | 1 |
| AMEREN CORP | | 023608102 | 11 | 434 SH | SOLE | 1 |
| | SPON | | | | | |
| | ADR L | | | | | |
| AMERICA MOVIL SAB DE CV | SHS | 02364W105 | 29 | 660 SH | SOLE | 1 |
| AMERICAN ELECTRIC POWER | | 025537101 | 159 | 5130 SH | SOLE | 1 |

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| NAME OF ISSUER | TITLE OF CLASS | CUSIP | MKT VAL x 1000 | QTY | SH/ PUT/ PRN CALL | INVESTMENT DESCRETION | OTHER MANAGERS | S |
|----------------------------------|----------------|-----------|----------------|---------|-------------------|-----------------------|----------------|------|
| AMER EXPRESS CO | | 025816109 | 100 | 2940 | SH | SOLE | | 1 |
| AMERICAN INTERNATIONAL GROUP INC | | 026874784 | 1 | 20 | SH | SOLE | | 1 |
| AMERISOURCEBERGEN CORP | | 03073E105 | 2 | 74 | SH | SOLE | | 1 |
| AMERIGAS PARTNERS L P | | 030975106 | 9 | 250 | SH | SOLE | | 1 |
| AMGEN INC | | 031162100 | 6 | 100 | SH | SOLE | | 1 |
| ANADARKO PETE CORP | | 032511107 | 18 | 292 | SH | SOLE | | 1 |
| ANADARKO PETE CORP | | 032511107 | 106 | 1696 | SH | DEFINED | | 1 |
| APACHE CORP | | 037411105 | 61 | 662 | SH | SOLE | | 1 |
| APPLE INC | COM | 037833100 | 19 | 100 | SH | SOLE | | 1 |
| APPLIED MATERIALS INC | | 038222105 | 66 | 4960 | SH | SOLE | | 1 |
| AQUA AMERICAN INC | | 03836W103 | 8 | 439 | SH | SOLE | | 1 |
| ARCHER-DANIELS-MIDLAND COMPANY | | 039483102 | 20 | 679 | SH | SOLE | | 1 |
| ARTESIAN RESOURCES, INC | CL A | 043113208 | 4 | 250 | SH | SOLE | | 1 |
| ATMOS ENERGY CORP | | 049560105 | 101 | 3580 | SH | SOLE | | 1 |
| AUTODESK INC | | 052769106 | 2 | 65 | SH | SOLE | | 1 |
| AUTO DATA PROCESS | | 053015103 | 83 | 2100 | SH | SOLE | | 1 |
| AUTOZONE | | 053332102 | 22 | 150 | SH | DEFINED | | 1 |
| AVALONBAY CMNTY INC | | 053484101 | 26 | 361 | SH | SOLE | | 1 |
| AVON PRODUCTS INC COM | | 054303102 | 3 | 92 | SH | SOLE | | 1 |
| | SPONSOR | | | | | | | |
| BP AMOCO PLC | ED ADR | 055622104 | 415 | 7795 | SH | SOLE | | 1 |
| | SPONSOR | | | | | | | |
| BP AMOCO PLC | ED ADR | 055622104 | 165 | 3100 | SH | DEFINED | | 1 |
| BAKER HUGHES INC | COM | 057224107 | 2 | 51 | SH | SOLE | | 1 |
| BALDOR ELEC CO | COM | 057741100 | 4720 | 172646 | SH | SOLE | | 1 17 |
| BANCORPSOUTH INC | | 059692103 | 25234 | 1034174 | SH | SOLE | | 1 91 |
| BANCORPSOUTH INC | | 059692103 | 289 | 11840 | SH | DEFINED | | 1 |
| BANK OF AMERICA CORP | NEW COM | 060505104 | 73 | 4299 | SH | SOLE | | 1 |
| BANK OF THE OZARKS, INC | | 063904106 | 2127 | 80200 | SH | SOLE | | 1 8 |
| BANK NEW YORK MELLON CORP | COM | 064058100 | 38 | 1320 | SH | SOLE | | 1 |
| BARRICK GOLD CORP | | 067901108 | 14 | 378 | SH | SOLE | | 1 |

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| NAME OF ISSUER | TITLE OF CLASS | CUSIP | MKT VAL x 1000 | QTY | SH/ PUT/ PRN CALL | INVESTMENT DESCRETION | OTHER MANAGERS |
|-----------------------------------|-----------------|-----------|----------------|------|-------------------|-----------------------|----------------|
| BAXTER INTL INC | | 071813109 | 106 | 1868 | SH | SOLE | 1 |
| BERKSHIRE HATHAWAY "A" | | 084670108 | 101 | 1 | SH | SOLE | 1 |
| BERKSHIRE HATHAWAY INC | DEL CL B COMMON | 084670207 | 3 | 1 | SH | SOLE | 1 |
| BEST BUY INC | STOCK | 086516101 | 14 | 385 | SH | SOLE | 1 |
| BIOGEN IDEC INC | | 09062X103 | 5 | 90 | SH | SOLE | 1 |
| BLACKROCK INSD MUNI INCOME TRUST | | 092479104 | 25 | 1800 | | SOLE | 1 |
| BLACKROCK MUNIYIELD INSURED FD | | 09254E103 | 13 | 1055 | | SOLE | 1 |
| BLACKROCK MUNIYIELD MICH INSD | | 09254V105 | 22 | 1690 | | SOLE | 1 |
| BOEING INC | | 097023105 | 199 | 3671 | SH | SOLE | 1 |
| BRISTOL MYERS SQUIBB CO | | 110122108 | 142 | 6309 | SH | SOLE | 1 |
| BROADCOM CORP | | 111320107 | 16 | 528 | SH | SOLE | 1 |
| BURLINGTON NORTHERN/SANTA FE CORP | | 12189T104 | 4 | 50 | SH | SOLE | 1 |
| CBS CORP NEW | CL B | 124857202 | 3 | 265 | SH | SOLE | 1 |
| C H ROBINSON WORLDWIDE INC | | 12541W209 | 2 | 31 | SH | SOLE | 1 |
| CME GROUP INC | COM SPONSOR | 12572Q105 | 4 | 12 | SH | SOLE | 1 |
| CNOOC LTD | ED ADR | 126132109 | 4 | 30 | SH | SOLE | 1 |
| CVS CAREMARK CORPORATION | COM | 126650100 | 17 | 480 | SH | SOLE | 1 |
| CADBURY PLC | ADR | 12721E102 | 36 | 704 | SH | SOLE | 1 |
| CADENCE FINANCIAL CORP | | 12738A101 | 2 | 1333 | SH | SOLE | 1 |
| CAMPBELL SOUP CO | COM | 134429109 | 0 | 15 | SH | SOLE | 1 |
| CAPITAL ONE FINL CORP | COM | 14040H105 | 97 | 2722 | SH | SOLE | 1 |
| CATERPILLAR INC | | 149123101 | 67 | 1301 | SH | SOLE | 1 |
| CENTERPOINT ENERGY INC | | 15189T107 | 10 | 786 | SH | SOLE | 1 |
| CENTURYTEL, INC | | 156700106 | 140 | 4175 | SH | SOLE | 1 |
| CHESAPEAKE ENERGY CORP | | 165167107 | 28 | 1000 | SH | SOLE | 1 |
| CHEVRON CORPORATION | | 166764100 | 519 | 7376 | SH | SOLE | 1 |
| CHEVRON CORPORATION | SPON ADR H | 166764100 | 155 | 2200 | SH | DEFINED | 1 |
| CHINA PETE & CHEM CORP | SHS | 16941R108 | 2 | 25 | SH | SOLE | 1 |
| CHUBB CORPORATION | | 171232101 | 4 | 78 | SH | SOLE | 1 |

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| NAME OF ISSUER | TITLE OF CLASS | CUSIP | MKT VAL x 1000 | QTY | SH/ PUT/ PRN CALL | INVESTMENT DESCRETION | OTHER MANAGERS |
|----------------|----------------|-----------|----------------|------|-------------------|-----------------------|----------------|
| CISCO SYS INC | | 17275R102 | 151 | 6413 | SH | SOLE | 1 |

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| | | | | | | | |
|-----------------------------------|---------|-----------|-------|--------|----|---------|------|
| CITIGROUP, INC | | 172967101 | 11 | 2241 | SH | SOLE | 1 |
| CITIGROUP, INC | | 172967101 | 32 | 6632 | SH | DEFINED | 1 |
| CITIZENS RECUBLIC BANCORP INC COM | | 174420109 | 1 | 1427 | SH | SOLE | 1 |
| CITIZENS HOLDING COMPANY | | 174715102 | 4205 | 158987 | SH | SOLE | 1 15 |
| CITRIX SYSTEMS INC | | 177376100 | 18 | 450 | SH | SOLE | 1 |
| COCA COLA CO | | 191216100 | 379 | 7060 | SH | SOLE | 1 |
| COCA COLA CO | | 191216100 | 263 | 4900 | SH | DEFINED | 1 |
| COCA COLA ENTERPRISES INC | COM | 191219104 | 49 | 2300 | SH | SOLE | 1 |
| COLGATE-PALMOLIVE CO | | 194162103 | 220 | 2881 | SH | SOLE | 1 |
| | COM SH | | | | | | |
| COLONIAL PPTYS TR | BEN INT | 195872106 | 5 | 500 | SH | SOLE | 1 |
| | NEW CL | | | | | | |
| COMCAST CORP | A COM | 20030N101 | 12 | 701 | SH | SOLE | 1 |
| | NEW CL | | | | | | |
| COMCAST CORP | A COM | 20030N101 | 10 | 601 | SH | DEFINED | 1 |
| CONCURRENT COMPUTER CORP | NEW | 206710402 | 2 | 395 | SH | SOLE | 1 |
| CONOCO PHILLIPS | | 20825C104 | 188 | 4175 | SH | SOLE | 1 |
| COOPER TIRE & RUBBER CO | | 216831107 | 106 | 6028 | SH | SOLE | 1 |
| COOPER TIRE & RUBBER CO | | 216831107 | 2 | 100 | SH | DEFINED | 1 |
| CROWN CASTLE INTL CORP | COM | 228227104 | 1 | 19 | SH | SOLE | 1 |
| CROWN HLDGS INC | | 228368106 | 42 | 1546 | SH | SOLE | 1 |
| DTE ENERGY CO | | 233331107 | 4 | 100 | SH | SOLE | 1 |
| DWS MUNICIPAL INCOME TRUST | | 23338M106 | 121 | 10425 | | SOLE | 1 1 |
| DARDEN RESTAURANTS | | 237194105 | 13 | 380 | SH | SOLE | 1 |
| DEERE & CO | | 244199105 | 131 | 3060 | SH | SOLE | 1 |
| DELL INC | | 24702R101 | 60 | 3953 | SH | SOLE | 1 |
| DELTIC TIMBER INC | | 247850100 | 289 | 6324 | SH | SOLE | 1 |
| DELTIC TIMBER INC | | 247850100 | 19029 | 415743 | SH | DEFINED | 1 |
| DEVON ENERGY CORP | NEW COM | 25179M103 | 13 | 200 | SH | SOLE | 1 |
| DIRECTTV GROUP INC | | 25459L106 | 9 | 325 | SH | SOLE | 1 |
| WALT DISNEY CO | | 254687106 | 87 | 3184 | SH | SOLE | 1 |
| DISCOVER FINL SVCS | COM | 254709108 | 21 | 1294 | SH | SOLE | 1 |

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| NAME OF ISSUER | TITLE OF CLASS | CUSIP | MKT VAL | | SH/ PUT/ PRN CALL | INVESTMENT DESCRETION | OTHER MANAGERS | S |
|-----------------------------------|----------------|-----------|---------|-------|-------------------|-----------------------|----------------|---|
| | | | x 1000 | QTY | | | | |
| DISCOVER FINL SVCS | COM | 254709108 | 2 | 130 | SH | DEFINED | 1 | |
| DOMINION RES INC VA | NEW | 25746U109 | 42 | 1220 | SH | SOLE | 1 | |
| DOW CHEMICAL CO | | 260543103 | 39 | 1515 | SH | SOLE | 1 | |
| DR PEPPER SNAPPLE GROUP INC | COM | 26138E109 | 15 | 528 | SH | SOLE | 1 | |
| DREYFUS STRATEGIC MUNICIPALS INC | | 261932107 | 127 | 16000 | SH | SOLE | 1 | 1 |
| DU PONT EI D NEMOURS & CO | | 263534109 | 76 | 2350 | SH | SOLE | 1 | |
| DUFF & PHELPS UTIL & CORP BOND FD | | 26432K108 | 22 | 1720 | SH | SOLE | 1 | |
| DUKE ENERGY CORP | COM | 26441C105 | 49 | 3083 | SH | SOLE | 1 | |
| EMC CORP | | 268648102 | 36 | 2089 | SH | SOLE | 1 | |
| EMC CORP | | 268648102 | 2 | 100 | SH | DEFINED | 1 | |
| EASTGROUP PROPERTIES INC | | 277276101 | 2 | 60 | SH | SOLE | 1 | |
| EASTMAN CHEMICAL CO | | 277432100 | 1 | 12 | SH | SOLE | 1 | |

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| | | | | | | | |
|------------------------------|-----|-----------|-----|-------|----|---------|---|
| EATON CORP | COM | 278058102 | 16 | 280 | SH | SOLE | 1 |
| EATON VANCE INSURED | | | | | | | |
| MUNICIPAL BOND FUND II | | 27827K109 | 10 | 768 | | SOLE | 1 |
| EATON VANCE TAX MANAGED GLOB | | 27829C105 | 14 | 1000 | SH | SOLE | 1 |
| EDISON INTL | COM | 281020107 | 3 | 100 | SH | SOLE | 1 |
| EDWARDS LIFESCIENCES CORP | | 28176E108 | 17 | 240 | SH | SOLE | 1 |
| EL PASO CORPORATION | | 28336L109 | 2 | 166 | SH | SOLE | 1 |
| ELECTRONIC ARTS INC | | 285512109 | 3 | 161 | SH | SOLE | 1 |
| EMERSON ELECTRIC CO | | 291011104 | 90 | 2250 | SH | SOLE | 1 |
| ENCORE WIRE CORP | COM | 292562105 | 468 | 20961 | SH | SOLE | 1 |
| ENERPLUS RESOURCE FD | | 29274D604 | 11 | 475 | SH | SOLE | 1 |
| ENTEGRIS INC | | 29362U104 | 0 | 8 | SH | SOLE | 1 |
| ENERGY CORP | | 29364G103 | 243 | 3042 | SH | SOLE | 1 |
| ENERGY CORP | | 29364G103 | 59 | 734 | SH | DEFINED | 1 |
| EQUITY RESIDENTIAL PPTYS SBI | | 29476L107 | 1 | 34 | SH | SOLE | 1 |
| EXELON CORP | | 30161N101 | 23 | 469 | SH | SOLE | 1 |
| EXPEDIA INC DEL | | 30212P105 | 5 | 220 | SH | SOLE | 1 |
| EXPRESS SCRIPTS INC | | 302182100 | 8 | 100 | SH | SOLE | 1 |

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| NAME OF ISSUER | TITLE OF CLASS | CUSIP | MKT VAL | | SH/ PUT/ PRN CALL | INVESTMENT DISCRETION | OTHER MANAGERS | S |
|------------------------------------|----------------|-----------|---------|-------|-------------------|-----------------------|----------------|---|
| | | | x 1000 | QTY | | | | |
| EXTERRAN PARTNERS, L.P. | | 30225N105 | 4 | 200 | SH | SOLE | 1 | |
| EXXON MOBIL CORP | | 30231G102 | 4090 | 59618 | SH | SOLE | 1 | 5 |
| EXXON MOBIL CORP | | 30231G102 | 1260 | 18370 | SH | DEFINED | 1 | |
| FEI CO | | 30241L109 | 2 | 80 | SH | SOLE | 1 | |
| FPL GROUP INC | | 302571104 | 33 | 600 | SH | SOLE | 1 | |
| FAIRPOINT COMMUNICATIONS INC | COM | 305560104 | 0 | 98 | SH | SOLE | 1 | |
| FAIRPOINT COMMUNICATIONS INC | COM | 305560104 | 0 | 39 | SH | DEFINED | 1 | |
| FASTENAL CO | | 311900104 | 6 | 150 | SH | SOLE | 1 | |
| FEDEX CORPORATION | | 31428X106 | 1 | 9 | SH | SOLE | 1 | |
| FERRELLGAS PARTNERS L P | | 315293100 | 14 | 700 | SH | SOLE | 1 | |
| FIDELITY NATIONAL INFORMATION SVCS | COM | 31620M106 | 1 | 23 | SH | SOLE | 1 | |
| FIDELITY NATIONAL FINANCIAL INC | | 31620R105 | 3 | 175 | SH | SOLE | 1 | |
| FIRST HORIZON NATIONAL | | 320517105 | 3 | 228 | SH | SOLE | 1 | |
| FIRST M & F CORP | | 320744105 | 12 | 4492 | SH | SOLE | 1 | |
| FIRST ENERGY CORP | COMMON | 337932107 | 226 | 4943 | SH | SOLE | 1 | |
| FORD MOTOR COMPANY | COMMON | 345370860 | 7 | 971 | SH | SOLE | 1 | |
| FORD MOTOR CO CAP TR II CONVPRFD | | 345395206 | 21 | 700 | SH | SOLE | 1 | |
| FORTUNE BRANDS INC | | 349631101 | 7 | 156 | SH | SOLE | 1 | |
| FRANKLIN RES INC COM | | 354613101 | 3 | 25 | SH | SOLE | 1 | |
| FREEMPORT MCMORAN COPPER & GOLD | COM | 35671D857 | 6 | 94 | SH | SOLE | 1 | |
| FRONTIER OIL CORP | | 35914P105 | 1 | 100 | SH | SOLE | 1 | |
| GAP INC DEL | COM | 364760108 | 2 | 76 | SH | SOLE | 1 | |
| GAYLORD ENTMT CO | NEW COM | 367905106 | 1 | 27 | SH | SOLE | 1 | |
| GENERAL ELECTRIC CO | | 369604103 | 467 | 28469 | SH | SOLE | 1 | 2 |

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| | | | | | | |
|------------------------|-----|-----------|----|---------|------|---|
| GENERAL MLS INC | COM | 370334104 | 1 | 22 SH | SOLE | 1 |
| GENWORTH FINL INC | | 37247D106 | 9 | 742 SH | SOLE | 1 |
| GOLDMAN SACHS GROUP | | 38141G104 | 18 | 100 SH | SOLE | 1 |
| B F GOODRICH | | 382388106 | 3 | 50 SH | SOLE | 1 |
| GOODYEAR TIRE & RUBBER | | 382550101 | 17 | 1000 SH | SOLE | 1 |
| GOOGLE INC | | 38259P508 | 1 | 2 SH | SOLE | 1 |

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| NAME OF ISSUER | TITLE OF CLASS | CUSIP | MKT VAL x 1000 | QTY | SH/ PUT/ PRN CALL | INVESTMENT DECRETION | OTHER MANAGERS | S |
|------------------------------|----------------|-----------|----------------|----------|-------------------|----------------------|----------------|---|
| GREAT PLAINS ENERGY INC | | 391164100 | 0 | 13 SH | SOLE | 1 | | |
| GREENE BANKSHARES | | 394361208 | 3 | 649 SH | SOLE | 1 | | |
| HCP INC | COM | 40414L109 | 53 | 1850 SH | SOLE | 1 | | |
| HALLIBURTON CO | COM | 406216101 | 18 | 675 SH | SOLE | 1 | | |
| JOHN HANCOCK BK & THRIFT | | 409735206 | 6 | 425 SH | SOLE | 1 | | |
| JOHN HANCOCK PFD INC II | | 41013X106 | 7 | 400 SH | SOLE | 1 | | |
| JOHN HANCOCK PREFERRED | | | | | | | | |
| INCOME FUND III | | 41021P103 | 2 | 130 SH | SOLE | 1 | | |
| HEINZ H J CO | COM | 423074103 | 26 | 643 SH | SOLE | 1 | | |
| HELIOS HIGH INCOME FUND INC | | 42327X204 | 1 | 201 SH | SOLE | 1 | | |
| HESS CORP | | 42809H107 | 11 | 215 SH | SOLE | 1 | | |
| HEWLETT PACKARD CO | | 428236103 | 209 | 4437 SH | SOLE | 1 | | |
| HOME DEPOT | | 437076102 | 124 | 4666 SH | SOLE | 1 | | |
| HOME DEPOT | | 437076102 | 17 | 626 SH | DEFINED | 1 | | |
| HOSPIRA, INC | | 441060100 | 18 | 400 SH | DEFINED | 1 | | |
| HOST HOTELS & RESORTS INC | COM | 44107P104 | 4 | 306 SH | SOLE | 1 | | |
| HUBBELL INC | CL B | 443510201 | 21 | 500 SH | SOLE | 1 | | |
| HUNTINGTON BANCSHARE INC | | 446150104 | 0 | 23 SH | SOLE | 1 | | |
| ITT INDUSTRIES | | 450911102 | 2 | 40 SH | SOLE | 1 | | |
| IDACORP INC | COM | 451107106 | 3 | 100 SH | SOLE | 1 | | |
| INTEL CORP CAP | | 458140100 | 242 | 12390 SH | SOLE | 1 | | |
| INTEL CORP CAP | | 458140100 | 31 | 1600 SH | DEFINED | 1 | | |
| IBM CORP | | 459200101 | 739 | 6182 SH | SOLE | 1 | | |
| IBM CORP | | 459200101 | 36 | 300 SH | DEFINED | 1 | | |
| INTL PAPER CO | | 460146103 | 9 | 400 SH | SOLE | 1 | | |
| INTL PAPER CO | | 460146103 | 20 | 900 SH | DEFINED | 1 | | |
| INTUIT | | 461202103 | 1 | 24 SH | SOLE | 1 | | |
| INVESTMENT GRADE MUNICIPAL | | | | | | | | |
| INCOME FUND | | 461368102 | 130 | 9055 | SOLE | 1 | | |
| ISHARES MSCI EMERGING MK | T INDX | 464287234 | 8 | 200 SH | SOLE | 1 | | |
| ISHARES MSCI EAFE INDEX FUND | | 464287465 | 43 | 781 SH | SOLE | 1 | | |
| ISHARES TRUST RUSSELL 2000 | | | | | | | | |
| INDEX | | 464287655 | 21 | 355 SH | SOLE | 1 | | |

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| NAME OF ISSUER | TITLE OF CLASS | CUSIP | MKT | | SH/ PRN | PUT/ CALL | INVESTMENT DESCRETION | OTHER MANAGERS | S |
|------------------------------------------------|-------------------|-----------|---------------|-------|------------|--------------|--------------------------|-------------------|---|
| | | | VAL x 1000 | QTY | | | | | |
| ISHARES TR DOW JONES REAL ESTATE INDEX FUND | | 464287739 | 22 | 520 | SH | | SOLE | 1 | |
| ISHARES S&P SMALL CAP 600 INDEX FUND | | 464287804 | 80 | 1531 | SH | | SOLE | 1 | |
| JPMORGAN CHASE & CO | COM | 46625H100 | 286 | 6532 | SH | | SOLE | 1 | |
| JPMORGAN CHASE & CO | COM | 46625H100 | 86 | 1956 | SH | | DEFINED | 1 | |
| JOHNSON & JOHNSON | | 478160104 | 1242 | 20408 | SH | | SOLE | 1 | 1 |
| JOHNSON & JOHNSON | | 478160104 | 365 | 6000 | SH | | DEFINED | 1 | |
| JOHNSON CONTROLS INC | | 478366107 | 42 | 1650 | SH | | SOLE | 1 | |
| JUNIPER NETWORKS | | 48203R104 | 18 | 670 | SH | | SOLE | 1 | |
| KELLOGG CO | | 487836108 | 18 | 375 | SH | | SOLE | 1 | |
| KIMBERLY-CLARK CORP | | 494368103 | 18 | 312 | SH | | SOLE | 1 | |
| KINDER MORGAN ENERGY PARTNERS, L.P | | 494550106 | 22 | 400 | SH | | SOLE | 1 | |
| KRAFT FOODS | | 50075N104 | 129 | 4917 | SH | | SOLE | 1 | |
| KROGER CO | | 501044101 | 2 | 75 | SH | | SOLE | 1 | |
| LSI CORPORATION | COM | 502161102 | 0 | 10 | SH | | SOLE | 1 | |
| LAS VEGAS SANDS CORP | | 517834107 | 0 | 11 | SH | | SOLE | 1 | |
| LENDER PROCESSING SERVICES | COM | 52602E102 | 0 | 11 | SH | | SOLE | 1 | |
| LEVEL 3 COMMUNICATIONS INC | | 52729N100 | 6 | 4685 | SH | | SOLE | 1 | |
| LIBERTY ALL STAR EQUITY FD | | 530158104 | 20 | 4613 | SH | | SOLE | 1 | |
| ELI LILLY & CO | | 532457108 | 12 | 350 | SH | | SOLE | 1 | |
| ELI LILLY & CO | | 532457108 | 36 | 1100 | SH | | DEFINED | 1 | |
| LIMITED BRANDS, INC | | 532716107 | 1 | 81 | SH | | SOLE | 1 | |
| LOCKHEED MARTIN CORP | | 539830109 | 63 | 811 | SH | | SOLE | 1 | |
| LOWES CO INC | | 548661107 | 210 | 10024 | SH | | SOLE | 1 | 1 |
| MFA FINANCIAL INC | COM | 55272X102 | 1 | 119 | SH | | SOLE | 1 | |
| MACYS INC | | 55616P104 | 1 | 80 | SH | | SOLE | 1 | |
| MANULIFE FINANCIAL CORP | | 56501R106 | 435 | 20800 | SH | | SOLE | 1 | 2 |
| MARATHON OIL CORP | | 565849106 | 2 | 76 | SH | | SOLE | 1 | |
| MASCO CORPORATION | | 574599106 | 1 | 75 | SH | | SOLE | 1 | |
| MCDONALD'S CORP | | 580135101 | 74 | 1300 | SH | | SOLE | 1 | |
| MCKESSON CORP | | 58155Q103 | 4 | 59 | SH | | SOLE | 1 | |

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| NAME OF ISSUER | TITLE OF CLASS | CUSIP | MKT | | SH/ PRN | PUT/ CALL | INVESTMENT DESCRETION | OTHER MANAGERS | S |
|-------------------------------|-------------------|-----------|---------------|------|------------|--------------|--------------------------|-------------------|---|
| | | | VAL x 1000 | QTY | | | | | |
| MEADWESTVACO CORP | | 583334107 | 34 | 1547 | SH | | SOLE | 1 | |
| MEDCO HEALTH SOLUTIONS INC | | 58405U102 | 4 | 64 | SH | | SOLE | 1 | |
| MEDICAL ACTION INDUSTRIES INC | | 58449L100 | 1 | 75 | SH | | SOLE | 1 | |
| MERCK & CO INC | | 589331107 | 81 | 2556 | SH | | SOLE | 1 | |

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|---------------------------------------------|--------|-----------|--------|------------|---------|------|
| METLIFE INC | COM | 59156R108 | 2 | 53 SH | SOLE | 1 |
| MICROSOFT CORP | | 594918104 | 231 | 8976 SH | SOLE | 1 |
| MILLIPORE CORP | | 601073109 | 1 | 10 SH | SOLE | 1 |
| MIRANT CORPNEW | COM | 60467R100 | 0 | 27 SH | SOLE | 1 |
| | NEW WT | | | | | |
| MIRANT CORP | SER A | 60467R118 | 0 | 88 SH | SOLE | 1 |
| MONSANTO CO. (NEW) | | 61166W101 | 21 | 274 SH | SOLE | 1 |
| MORGAN STANLEY DEAN WITTER DISCOVER & CO | | 617446448 | 58 | 1869 SH | SOLE | 1 |
| MORGAN STANLEY DEAN WITTER DISCOVER & CO | | 617446448 | 8 | 260 SH | DEFINED | 1 |
| MOTOROLA INC | | 620076109 | 3 | 300 SH | DEFINED | 1 |
| MURPHY OIL CORP | COM | 626717102 | 8105 | 140806 SH | SOLE | 1 13 |
| MURPHY OIL CORP | COM | 626717102 | 432263 | 7509784 SH | DEFINED | 1 |
| MYLAN INC | COM | 628530107 | 24 | 1500 SH | SOLE | 1 |
| NASDAQ OMX GROUP INC | COM | 631103108 | 1 | 70 SH | SOLE | 1 |
| NATIONAL OILWELL VARCO INC | | 637071101 | 2 | 35 SH | SOLE | 1 |
| NEWS CORP | | 65248E104 | 1 | 72 SH | SOLE | 1 |
| NICHOLAS-APPLEGATE CONV & INCOME FD II | | 65370G109 | 0 | 3 SH | SOLE | 1 |
| NIKE INC CLASS B | | 654106103 | 6 | 100 SH | SOLE | 1 |
| NISOURCE INC | | 65473P105 | 3 | 200 SH | SOLE | 1 |
| NOKIA CORP SPND | ADR | 654902204 | 7 | 500 SH | SOLE | 1 |
| NOBLE ENERGY INC | | 655044105 | 65 | 990 SH | SOLE | 1 |
| NORFOLK SO CORP | | 655844108 | 77 | 1781 SH | SOLE | 1 |
| NORTHERN TRUST COMPANY NTRS | | 665859104 | 74 | 1280 SH | SOLE | 1 |
| NORTHERN TRUST COMPANY NTRS | | 665859104 | 128 | 2200 SH | DEFINED | 1 |
| NORTHRUP GRUMMAN | | 666807102 | 13 | 254 SH | SOLE | 1 |

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| NAME OF ISSUER | TITLE OF CLASS | CUSIP | MKT | | SH/ PRN | PUT/ CALL | INVESTMENT DESCRETION | OTHER MANAGERS | S |
|--------------------------------------------------|-------------------|-----------|---------------|----------|------------|--------------|--------------------------|-------------------|---|
| | | | VAL x 1000 | QTY | | | | | |
| | SPONSOR | | | | | | | | |
| NOVARTIS AG | ED ADR | 66987V109 | 4 | 82 SH | | SOLE | | 1 | |
| NOVELLUS SYSTEMS | | 670008101 | 2 | 100 SH | | SOLE | | 1 | |
| NUCOR CORP | | 670346105 | 2 | 50 SH | | SOLE | | 1 | |
| NUSTAR ENERGY LP | COMUNIT | 67058H102 | 6 | 122 SH | | SOLE | | 1 | |
| NUVEEN INSD PREMIUM INCOME MUNI FD | | 6706D8104 | 78 | 6274 SH | | SOLE | | 1 | |
| NUVEEN PERFORMANCE PLUS MUNICIPAL FD | | 67062P108 | 131 | 9285 SH | | SOLE | | 1 | |
| NUVEEN DIVID ADVANTAGE MUN FD | | 67066V101 | 14 | 1000 | | DEFINED | | 1 | |
| NUVEEN MUN VALUE FD INC | | 670928100 | 319 | 32043 | | SOLE | | 1 | 3 |
| NUVEEN QUALITY INCOME MUNI | | 670977107 | 139 | 10000 SH | | SOLE | | 1 | 1 |
| NUVEEN MICH QUALITY INCOME MUNI FD | | 670979103 | 44 | 3436 | | SOLE | | 1 | |
| NUVEEN INSURED MUNICIPAL OPPORTUNITY FUND INC | | 670984103 | 49 | 3534 | | SOLE | | 1 | |
| OCCIDENTAL PETE COR | DEL | 674599105 | 48 | 612 SH | | SOLE | | 1 | |
| ORACLE SYSTEMS CORP | | 68389X105 | 25 | 1213 SH | | SOLE | | 1 | |

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|----------------------------------------|-----|-----------|-----|----------|---------|---|
| PG&E CORP | | 69331C108 | 13 | 318 SH | SOLE | 1 |
| PNC BANK CORP | | 693475105 | 0 | 1 SH | SOLE | 1 |
| PACTIV COPR | | 695257105 | 23 | 897 SH | SOLE | 1 |
| PENN WEST ENERGY TRUST | | 707885109 | 8 | 534 SH | SOLE | 1 |
| PEPSI BOTTLING GROUP INC | | 713409100 | 1 | 33 SH | SOLE | 1 |
| PEPSIAMERICAS INC | | 71343P200 | 114 | 4000 SH | SOLE | 1 |
| PEPSICO INC | COM | 713448108 | 602 | 10259 SH | SOLE | 1 |
| PEPSICO INC | COM | 713448108 | 65 | 1100 SH | DEFINED | 1 |
| PETROCHINA CO LTD | | 71646E100 | 2 | 20 SH | SOLE | 1 |
| PFIZER INC | | 717081103 | 294 | 17799 SH | SOLE | 1 |
| PFIZER INC | | 717081103 | 12 | 700 SH | DEFINED | 1 |
| PHILLIP MORRIS INTL INC | COM | 718172109 | 273 | 5595 SH | SOLE | 1 |
| PIMCO MUNI INCOME FUND III | | 72201A103 | 15 | 1333 | SOLE | 1 |
| PITNEY BOWES INC | COM | 724479100 | 0 | 13 SH | SOLE | 1 |
| POWERSHARES ETF GLOBAL WATER PORTFOLIO | | 73935X575 | 4 | 250 SH | SOLE | 1 |

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| NAME OF ISSUER | TITLE OF CLASS | CUSIP | MKT VAL x 1000 | QTY | SH/ PUT/ PRN CALL | INVESTMENT DISCRETION | OTHER MANAGERS |
|---------------------------------|-----------------------------|-----------|----------------|----------|-------------------|-----------------------|----------------|
| PRAXAIR INC | COM | 74005P104 | 33 | 410 SH | SOLE | 1 | |
| T ROWE PRICE & ASSOC | | 74144T108 | 9 | 200 SH | SOLE | 1 | |
| PRINCIPAL FINANCIAL GROUP | | 74251V102 | 35 | 1283 SH | SOLE | 1 | |
| PROCTER & GAMBLE CO | COM | 742718109 | 954 | 16464 SH | SOLE | 1 | |
| PROCTER & GAMBLE CO | COM | 742718109 | 348 | 6000 SH | DEFINED | 1 | |
| PROGRESS ENERGY INC COM | | 743263105 | 71 | 1825 SH | SOLE | 1 | |
| PROLOGIS SH BEN INT | COM | 743410102 | 0 | 12 SH | SOLE | 1 | |
| PRUDENTIAL FINANCIAL | | 744320102 | 21 | 422 SH | SOLE | 1 | |
| PUBLIC SVC ENTERPRISE GROUP INC | | 744573106 | 21 | 660 SH | SOLE | 1 | |
| PUBLIC STORAGE, INC REIT | | 74460D109 | 34 | 450 SH | SOLE | 1 | |
| PUTNAM MANAGED MUNICIPAL | INCOME TRUST | 746823103 | 13 | 1862 | SOLE | 1 | |
| QUALCOMM INC | | 747525103 | 32 | 710 SH | SOLE | 1 | |
| QUANTUM FUEL SYS TECHNOLOGIES | COM | 74765E109 | 0 | 142 SH | SOLE | 1 | |
| RRI ENERGY INC | | 74971X107 | 6 | 873 SH | SOLE | 1 | |
| RAYTHEON CO | NEW | 755111507 | 21 | 438 SH | SOLE | 1 | |
| REGIONS FINANCIAL CORP | NEW | 7591EP100 | 293 | 47210 SH | SOLE | 1 | |
| REGIONS FINANCIAL CORP | NEW | 7591EP100 | 14 | 2205 SH | DEFINED | 1 | |
| RENASANT CORP | COM | 75970E107 | 122 | 8224 SH | SOLE | 1 | |
| RITE-AID INC | | 767754104 | 0 | 7 SH | SOLE | 1 | |
| ROBERT HALF INTL INC | | 770323103 | 15 | 580 SH | SOLE | 1 | |
| ROYAL BK SCOTLAND GROUP | ADR PREF SHS SER Q | 780097754 | 13 | 1200 SH | SOLE | 1 | |
| ROYAL DUTCH SHELL PLC | ADR B SPON | 780259107 | 31 | 550 SH | SOLE | 1 | |
| ROYAL DUTCH SHELL PLC | ADR B | 780259107 | 86 | 1551 SH | DEFINED | 1 | |

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|--------------------------|----------|-----------|-----|------|----|---------|---|
| ROYAL DUTCH SHELL PLC | | 780259206 | 86 | 1500 | SH | SOLE | 1 |
| ROYAL DUTCH SHELL PLC | | 780259206 | 183 | 3200 | SH | DEFINED | 1 |
| STANDARD & POORS DEP | RECEIPTS | 78462F103 | 59 | 563 | SH | SOLE | 1 |
| SATYAM COMPUTER SVCS LTD | ADR | 804098101 | 1 | 80 | SH | SOLE | 1 |
| SCANA CORP | NEW | 80589M102 | 4 | 115 | SH | SOLE | 1 |

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| NAME OF ISSUER | TITLE OF CLASS | CUSIP | MKT VAL x 1000 | QTY | SH/ PUT/ PRN CALL | INVESTMENT DESCRETION | OTHER MANAGERS | S |
|------------------------------------|----------------|-----------|----------------|-------|-------------------|-----------------------|----------------|---|
| SCHERING PLOUGH CORP | COM | 806605101 | 311 | 11025 | SH | SOLE | 1 | 1 |
| SCHLUMBERGER LTD | COM | 806857108 | 96 | 1619 | SH | SOLE | 1 | |
| SEMPRA ENERGY | COM | 816851109 | 15 | 300 | SH | SOLE | 1 | |
| SERVICE CORP INTL W/RIGHTS TO PURC | COMMON STOCK | 817565104 | 1 | 107 | SH | SOLE | 1 | |
| SIGMA ALDRICH CORP | | 826552101 | 16 | 300 | SH | SOLE | 1 | |
| SIMMONS 1ST NATL CORP | CL A \$1 PAR | 828730200 | 290 | 10066 | SH | SOLE | 1 | 1 |
| SIMMONS 1ST NATL CORP | CL A \$1 PAR | 828730200 | 14 | 500 | SH | DEFINED | 1 | |
| SIMON PROPERTY GROUP INC | | 828806109 | 2 | 31 | SH | SOLE | 1 | |
| SINOPEC SHANGHAI | | | | | | | | |
| PETROCHEMICAL CO LTD | ADR | 82935M109 | 1 | 25 | SH | SOLE | 1 | |
| SIRIUS XM RADIO INC | | 82967N108 | 4 | 5800 | SH | SOLE | 1 | |
| SMUCKER J M CO | | 832696405 | 1 | 13 | SH | SOLE | 1 | |
| SOUTHERN CO | COM | 842587107 | 191 | 6021 | SH | SOLE | 1 | |
| SOUTHERN CO | COM | 842587107 | 111 | 3521 | SH | DEFINED | 1 | |
| SPECTRA ENERGY | | 847560109 | 18 | 961 | SH | SOLE | 1 | |
| SPRINT NEXTEL CORP | COMSER 1 | 852061100 | 198 | 50000 | SH | SOLE | 1 | 5 |
| STARBUCKS CORP | | 855244109 | 2 | 81 | SH | SOLE | 1 | |
| STARWOOD HOTELS & RESORTS | | | | | | | | |
| WORLDWIDE INC | COM | 85590A401 | 19 | 587 | SH | SOLE | 1 | |
| STONE ENERGY CORP | | 861642106 | 8 | 500 | SH | SOLE | 1 | |
| STRYKER CORP | | 863667101 | 25 | 550 | SH | SOLE | 1 | |
| SUN MICROSYSTEMS INC | COM | 866810203 | 5 | 500 | SH | SOLE | 1 | |
| SUNCOR ENERGY INC | NEW | 867224107 | 36 | 1034 | SH | SOLE | 1 | |
| SUNTRUST BANKS INC | COM | 867914103 | 30 | 1343 | SH | SOLE | 1 | |
| SYSCO CORP | | 871829107 | 21 | 863 | SH | SOLE | 1 | |
| TARGET CORP | | 87612E106 | 84 | 1796 | SH | SOLE | 1 | |
| TELEFONOS DE MEXICO SA DE | CV SPONS ADR | 879403780 | 5 | 314 | SH | SOLE | 1 | |
| TELMEX INTERNATIONAL SAB DE | CV L ADR | 879690105 | 4 | 314 | SH | SOLE | 1 | |
| TEVA PHARMACEUTICAL IND | ADR'S | 881624209 | 24 | 470 | SH | SOLE | 1 | |
| TEXAS INSTRUMENTS | | 882508104 | 18 | 781 | SH | SOLE | 1 | |
| THERMO FISHER SCIENTIFIC INC | | 883556102 | 16 | 375 | SH | SOLE | 1 | |

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| NAME OF ISSUER | TITLE OF CLASS | CUSIP | MKT VAL x 1000 | QTY | SH/ PRN | PUT/ CALL | INVESTMENT DESCRETION | OTHER MANAGERS | S |
|--------------------------------|-----------------------|-----------|----------------|-------|---------|-----------|-----------------------|----------------|---|
| 3M CO | | 88579Y101 | 286 | 3879 | SH | | SOLE | 1 | |
| TIFFANY & CO | NEW | 886547108 | 41 | 1064 | SH | | SOLE | 1 | |
| TIME WARNER INC | COM NEW | 887317303 | 12 | 404 | SH | | SOLE | 1 | |
| TIME WARNER CABLE, INC | | 88732J207 | 6 | 141 | SH | | SOLE | 1 | |
| TORONTO-DOMINION BANK | ADR | 891160509 | 6 | 94 | SH | | SOLE | 1 | |
| TRAVELERS COMPANIES INC | COM | 89417E109 | 15 | 310 | SH | | SOLE | 1 | |
| TRI-CONTINENTAL CORPORATION | | 895436103 | 39 | 3550 | SH | | SOLE | 1 | |
| TRUSTMARK CORP COM | | 898402102 | 457 | 23997 | SH | | SOLE | 1 | 2 |
| TYSON FOODS INC | CL A | 902494103 | 25 | 2000 | SH | | SOLE | 1 | |
| USA TRUCK INC | COM | 902925106 | 230 | 18113 | SH | | SOLE | 1 | 1 |
| US BANCORP DEL | NEW | 902973304 | 11 | 522 | SH | | SOLE | 1 | |
| | SPONS | | | | | | | | |
| | ADR NEW | | | | | | | | |
| UNILEVER PLC | COM | 904767704 | 3 | 120 | SH | | SOLE | 1 | |
| UNION PACIFIC CORP | | 907818108 | 23 | 400 | SH | | SOLE | 1 | |
| UNION PACIFIC CORP | | 907818108 | 257 | 4400 | SH | | DEFINED | 1 | |
| UNITED PARCEL SERVICE - CLB | | 911312106 | 6 | 110 | SH | | SOLE | 1 | |
| UNITED TECHNOLOGIES CORP | | 913017109 | 89 | 1465 | SH | | SOLE | 1 | |
| UNITEDHEALTH GROUP | | 91324P102 | 9 | 349 | SH | | SOLE | 1 | |
| VAALCO ENERGY INC COM | | 91851C201 | 11 | 2365 | SH | | SOLE | 1 | |
| VALERO ENERGY | | 91913Y100 | 7 | 375 | SH | | SOLE | 1 | |
| | (LARGE CAP 300 INDEX) | | | | | | | | |
| VANGUARD MEGA CAP 300 ETF | | 921910873 | 1484 | 40608 | SH | | SOLE | 1 | 4 |
| VANGUARD SHORT TERM BOND ETF | | 921937827 | 21 | 264 | SH | | SOLE | 1 | |
| VANGUARD TOTAL BOND MARKET ETF | | 921937835 | 165 | 2076 | SH | | SOLE | 1 | |
| VANGUARD EUROPE PACIFIC ETF | | 921943858 | 415 | 12099 | SH | | SOLE | 1 | 1 |
| VANGUARD FTSE INT'L EQUITY | | 922042775 | 13 | 302 | SH | | SOLE | 1 | |
| VANGUARD MID CAP ETF | | 922908629 | 814 | 14312 | SH | | SOLE | 1 | 1 |
| VANGUARD LARGE CAP ETF | | 922908637 | 147 | 3063 | SH | | SOLE | 1 | |
| VANGUARD SMALL CAP ETF | | 922908751 | 585 | 10539 | SH | | SOLE | 1 | 1 |
| VERIZON COMMUNICATIONS | | 92343V104 | 299 | 9863 | SH | | SOLE | 1 | |
| VERIZON COMMUNICATIONS | | 92343V104 | 65 | 2142 | SH | | DEFINED | 1 | |

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| NAME OF ISSUER | TITLE OF CLASS | CUSIP | MKT VAL x 1000 | QTY | SH/ PRN | PUT/ CALL | INVESTMENT DESCRETION | OTHER MANAGERS | S |
|------------------|----------------|-----------|----------------|-----|---------|-----------|-----------------------|----------------|---|
| VIAD CORPORATION | | 92552R406 | 2 | 87 | SH | | SOLE | 1 | |

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| | | | | | | |
|-------------------------------|---------|-----------|--------|----------|---------|-----|
| VIACOM INC NEW | CL B | 92553P201 | 6 | 216 SH | SOLE | 1 |
| | SPONS | | | | | |
| VODAFONE GROUP PLC NEW | ADR NEW | 92857W209 | 31 | 1386 SH | SOLE | 1 |
| | SPONS | | | | | |
| VODAFONE GROUP PLC NEW | ADR NEW | 92857W209 | 11 | 494 SH | DEFINED | 1 |
| WAL MART STORES INC | COM | 931142103 | 1379 | 28090 SH | SOLE | 1 2 |
| WAL MART STORES INC | COM | 931142103 | 43 | 886 SH | DEFINED | 1 |
| WALGREEN CO | COM | 931422109 | 76 | 2040 SH | SOLE | 1 |
| WASHINGTON REAL ESTATE SH | | | | | | |
| BEN INT REITS | | 939653101 | 56 | 1950 SH | SOLE | 1 |
| WASTE MANAGEMENT INC | NEW | 94106L109 | 4 | 130 SH | SOLE | 1 |
| WELLS FARGO & CO. | NEW | 949746101 | 56 | 1994 SH | SOLE | 1 |
| WESTAR ENERGY INC | | 95709T100 | 14 | 700 SH | SOLE | 1 |
| WILLIAMS COMPANY | COMMON | 969457100 | 2 | 123 SH | SOLE | 1 |
| WISDOM TREE TR DIV TOP 100 FD | | 97717W406 | 286 | 7565 SH | SOLE | 1 |
| WYETH | | 983024100 | 80 | 1649 SH | SOLE | 1 |
| XT0 ENERGY INC | | 98385X106 | 13 | 310 SH | SOLE | 1 |
| XCEL ENERGY INC | | 98389B100 | 9 | 477 SH | SOLE | 1 |
| YUM BRANDS INC | | 988498101 | 426 | 12614 SH | SOLE | 1 1 |
| ZIMMER HLDGS INC | | 98956P102 | 7 | 140 SH | SOLE | 1 |
| GRAND TOTALS | | | 531203 | 10628935 | | 247 |