

COCHRAN JAMES SCOTT  
Form 4  
October 02, 2008

**FORM 4**

**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).

**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 \*  
COCHRAN JAMES SCOTT

(Last) (First) (Middle)

P. O. BOX 709

(Street)

TUPELO, MS 38802

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
09/30/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Sr. Executive Vice President

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 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                 |                                      |                                                    | Code                           | V Amount (D) Price                                                |                                                                                               |                                                          |                                                       |
| Common Stock                    |                                      |                                                    |                                |                                                                   | 118,7304                                                                                      | D                                                        |                                                       |
| Common Stock                    |                                      |                                                    |                                |                                                                   | 1,141                                                                                         | D                                                        |                                                       |
| Common Stock                    |                                      |                                                    |                                |                                                                   | 100                                                                                           | I                                                        | Cust for Child                                        |
| Common Stock                    |                                      |                                                    |                                |                                                                   | 100                                                                                           | I                                                        | Cust for Child                                        |
| Common Stock (Restricted)       |                                      |                                                    |                                |                                                                   | 2,250                                                                                         | D                                                        |                                                       |

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Common  
Stock  
(Restricted) 1,500 D

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. Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|
| Phantom Stock                              | (1)                                                    | 09/30/2008                           |                                                    | P                              | 33.68                                                                                   | (1) (1)                                                  | Common                                                        | 33.68                         |
| Phantom Stock                              | (1)                                                    | 10/01/2008                           |                                                    | P                              | 4.59                                                                                    | (1) (1)                                                  | Common                                                        | 4.59                          |
| Stock Option (Right to Buy)                | \$ 22.23                                               |                                      |                                                    |                                |                                                                                         | (2) 01/01/2014                                           | Common                                                        | 3,000                         |
| Stock Option (Right to Buy)                | \$ 22.77                                               |                                      |                                                    |                                |                                                                                         | (2) 01/01/2015                                           | Common                                                        | 3,000                         |
| Stock Option (Right to Buy)                | \$ 30.63                                               |                                      |                                                    |                                |                                                                                         | (2) 01/01/2017                                           | Common                                                        | 3,000                         |
| Stock Option (Right to Buy)                | \$ 17.63                                               |                                      |                                                    |                                |                                                                                         | (2) 01/01/2018                                           | Common                                                        | 7,500                         |

## Reporting Owners

| Reporting Owner Name / Address                           | Relationships |           |                              |       |
|----------------------------------------------------------|---------------|-----------|------------------------------|-------|
|                                                          | Director      | 10% Owner | Officer                      | Other |
| COCHRAN JAMES SCOTT<br>P. O. BOX 709<br>TUPELO, MS 38802 |               |           | Sr. Executive Vice President |       |

## Signatures

James Scott  
Cochran

10/02/2008

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).
- The phantom stock units are accrued under the Renasant DSU Plan. The units are settled 100% in the Company's common stock upon the
- (1) 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. Dividends are paid quarterly and reinvested on the phantom stock.
  - (2) Beginning with the issue 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 of service measured from date of grant, respectively. The options expire ten (10) years from the grant date.

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