

RENASANT CORP  
Form 4  
January 04, 2007

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
GRAY JAMES W

(Last) (First) (Middle)  
  
  
  
  
  
  
  
  
  
(Street)  
  
  
  
  
  
  
  
  
  
(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/01/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director  
 Officer (give title below)  
\_\_\_\_ 10% Owner  
\_\_\_\_ Other (specify below)  
Sr. Executive Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Ownership (Instr. 4)
				(A) or (D)	Amount or Price			
Common Stock (Restricted Stock)	01/01/2007		A	V	1,500 (3)	A (4) 1,500	D	
Common Stock (Restricted Stock)						1,500 (5)	D	
Common Stock						90	D	
						7,854	I	By IRA

Common  
Stock

Common Stock 14,668.061 I By 401K

Common Stock 559 I Spouse

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(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)	Amount or Number of Shares
				Code V (A) (D)		Date Exercisable Expiration Date	Title	
Employee Stock Option (Right to buy)	\$ 30.63 <u>(1)</u>	01/01/2007		A	7,500	<u>(2)</u> <u>(2)</u>	Common Stock	\$ 30.63
Employee Stock Option (Right to buy)	\$ 15.65 <u>(1)</u>					01/01/2003 <sup>(7)</sup> 01/01/2012	Common Stock	\$ 15.65
Employee Stock Option (Right to buy)	\$ 18.77 <u>(1)</u>					01/01/2004 <sup>(7)</sup> 01/01/2013	Common Stock	\$ 18.77
Employee Stock Option (Right to buy)	\$ 22.23 <u>(1)</u>					01/01/2005 <sup>(7)</sup> 01/01/2014	Common Stock	\$ 22.23

buy)

Employee

Stock

Option \$ 22.77  
(Right to (1)  
buy)

01/01/2006<sup>(7)</sup> 01/01/2015

Common  
Stock

\$  
22.77

Employee

Stock

Option \$ 21.93  
(Right to (1)  
buy)

01/01/2007<sup>(7)</sup> 01/01/2016

Common  
Stock

\$  
21.93

Phantom  
Stock

(6)

(6)

(6)

Common  
Stock

(6)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GRAY JAMES W				
				Sr. Executive Vice President

## Signatures

James W. Gray 01/04/2007

      
\*\*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).

(1) The conversion or exercise price is one for one.

(2) 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 January 1, 2007, respectively. The options expire ten 10 years from the grant date.

(3) 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 increase or decrease) will be reported at the time of the 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.

(4) Share Price will be the closing price of the common stock on the day stock is issued.

(5) The number of shares reflects stock splits since the initial grant.

(6) The phantom stock units are accrued under the Renasant DSI Plan. The units are settled 100 % in the Company's common stock upon the 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.

(7) Beginning with this date, equal installments of 33 1/3 of the option 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.

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.