

MIDSOUTH BANCORP INC  
Form 4  
February 15, 2006

**FORM 4**

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

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

**OMB APPROVAL**

OMB  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**CLOUTIER C R**

(Last) (First) (Middle)

**102 VERSAILLES BLVD**

(Street)

**LAFAYETTE, LA 70501**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
**MIDSOUTH BANCORP INC**  
**[MSL]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**02/15/2006**

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)  
Pres. & CEO

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|----------------------------------------------------------------|
| Common<br>Stock                       | 02/15/2006                              |                                                             | M                                    | (A)<br>or<br>(D)<br>A                                                      | 5,000<br>(1)<br>\$ 4.41                                                                                            | 176,711                                                                 | D                                                              |
| Common<br>Stock                       | 02/15/2006                              |                                                             | M                                    | 0                                                                          | A \$ 0                                                                                                             | 8,702                                                                   | I Spouse IRA                                                   |
| Common<br>Stock                       | 02/15/2006                              |                                                             | M                                    | 0                                                                          | A \$ 0                                                                                                             | 44,846                                                                  | I Def.Comp.Plan                                                |
| Common<br>Stock                       | 02/15/2006                              |                                                             | M                                    | 0                                                                          | A \$ 0                                                                                                             | 36,135                                                                  | I ESOP                                                         |

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.**

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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. Price or Value of Derivative Security (Instr. 5) |              |                            |      |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-----|---------------------------------------------------------------|-----------------------------------------------------|--------------|----------------------------|------|
|                                            |                                                        |                                      |                                                    | Code                           | V                                                                                       | (A)                                                      | (D) | Date Exercisable                                              | Expiration Date                                     | Title        | Amount or Number of Shares |      |
| Stock Options                              | \$ 4.41                                                | 02/15/2006                           |                                                    | M                              |                                                                                         | 0                                                        |     | <u>(2)</u>                                                    | 02/27/2007                                          | Common Stock | 0                          | \$ 0 |
| Stock Options                              | \$ 10.2                                                | 02/15/2006                           |                                                    | M                              |                                                                                         | 0                                                        |     | <u>(2)</u>                                                    | 02/27/2008                                          | Common Stock | 0                          | \$ 0 |
| Stock Options                              | \$ 8.6                                                 | 02/15/2006                           |                                                    | M                              |                                                                                         | 0                                                        |     | <u>(2)</u>                                                    | 05/30/2012                                          | Common Stock | 0                          | \$ 0 |

## Reporting Owners

| Reporting Owner Name / Address                             | Relationships |           |             |       |
|------------------------------------------------------------|---------------|-----------|-------------|-------|
|                                                            | Director      | 10% Owner | Officer     | Other |
| CLOUTIER C R<br>102 VERSAILLES BLVD<br>LAFAYETTE, LA 70501 | X             | X         | Pres. & CEO |       |

## Signatures

C. R. Cloutier  
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) Exercise of Stock Options

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- (2) Up to 20% of total during the second year; up to 40% during the third year; up to 60% during the fourth year; up to 80% during the fifth year and during the sixth and each subsequent year until ten years from date of grant up to 100% of the total number of shares.

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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