

NOLAN ROBERT CALVERT
Form 4
October 09, 2008

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 *
NOLAN ROBERT CALVERT

2. Issuer Name and Ticker or Trading Symbol
BANCORPSOUTH INC [BXS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
3300 CALION ROAD

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
10/08/2008

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

EL DORADO, AR 71730

(City) (State) (Zip)

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

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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Stock | 10/08/2008 | | A | V 236.0112 (1) | A \$ 28.07 | 176,582.7207 | D |
| Common Stock | | | | | 89,174 | I | CMN 72 Trust (2) |
| Common Stock | | | | | 475 | I | Lmt'd Partnership |
| Common Stock | | | | | 4.75 | I | NCM--LLC |
| Common Stock | | | | | 110,000 | I | RCN 72 Trust (2) |
| | | | | | 103,310 | I | |

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| | | | | | | |
|--------------|--------|---|--|--|--|--------------------------------|
| Common Stock | | | | | | TNT 72 Trust ⁽²⁾ |
| Common Stock | 89,487 | I | | | | WCNjr 72 Trust ⁽²⁾ |
| Common Stock | 2,688 | I | | | | by Grandchild 1 ⁽²⁾ |
| Common Stock | 2,687 | I | | | | by Grandchild 2 ⁽²⁾ |
| Common Stock | 2,686 | I | | | | by Grandchild 3 ⁽²⁾ |
| Common Stock | 2,131 | I | | | | by Grandchild 4 |
| Common Stock | 2,687 | I | | | | by Grandchild 5 ⁽²⁾ |
| Common Stock | 4,227 | I | | | | by 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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| NOLAN ROBERT CALVERT 3300 CALION ROAD EL DORADO, AR 71730 | | X | | |

Signatures

Robert C. Nolan 10/09/2008

__Signature of Date
Reporting Person

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) Stock granted as compensation pursuant to the BancorpSouth, Inc. Director Fee Stock Plan.
- (2) The reporting person disclaims beneficial ownership of these securities.

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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