

BANCORPSOUTH INC
Form 4
September 04, 2007

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 *
BATEMAN LARRY DEWAYNE

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)

3. Date of Earliest Transaction (Month/Day/Year)
08/30/2007

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

Executive Vice President

P. O. BOX 789

(Street)

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

TUPELO, MS 38802

(City) (State) (Zip)

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)
			Code	V Amount (A) or (D) Price			
Common Stock ⁽¹⁾	08/30/2007		M	6,100 A \$ 22	6,202.6255	D	
Common Stock	08/30/2007		F	5,620 D \$ 25	582.6255	D	
Common Stock	08/30/2007		S	480 D \$ 25	102.6255	D	
Common Stock ⁽¹⁾	08/31/2007		M	1,900 A \$ 22	2,002.6255	D	
Common Stock	08/31/2007		F	1,744 D \$ 25.15	258.6255	D	

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Common Stock	08/31/2007	S	156	D	\$ 25.15	102.6255	D	
Common Stock						22,515.8983	I	by 401k Plan

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

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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 Security (Instr. 3 and 4)	Am or Num of Sha
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 22	08/30/2007		M	6,100	<u>(1)</u> 12/16/2007 ⁽¹⁾	Common Stock <u>(1)</u>	6,
Non-Qualified Stock Option (right to buy)	\$ 22	08/31/2007		M	1,900	<u>(1)</u> 12/16/2007 ⁽¹⁾	Common Stock <u>(1)</u>	1,

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
BATEMAN LARRY DEWAYNE P. O. BOX 789 TUPELO, MS 38802	Executive Vice President

Signatures

Larry D Bateman 09/04/2007

**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) Employee stock option granted pursuant to BancorpSouth, Inc., 1994 Stock Incentive Plan. The stock option becomes exercisable in 3 equal annual instalments commencing one year after date of grant.

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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