

SOUTHSIDE BANCSHARES INC
 Form 4
 March 24, 2005

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 *
 DAWSON CHARLES E

2. Issuer Name and Ticker or Trading Symbol
 SOUTHSIDE BANCSHARES INC [SBSI]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 SOUTHSIDE BANCSHARES INC, 1201 SOUTH BECKHAM
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 03/24/2005

Director 10% Owner
 Officer (give title below) Other (specify below)
 Director, President & Secy.

TYLER, TX 75701
 (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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount Price | | | |
| Common Stock | 03/24/2005 | | M ⁽¹⁾ | 200 A \$ 3.52 | 23,319 | D | |
| Common Stock | 03/24/2005 | | M ⁽¹⁾ | 1,700 A \$ 3.52 | 25,019 | D | |
| Common Stock | 03/24/2005 | | M ⁽¹⁾ | 100 A \$ 3.52 | 25,119 | D | |
| Common Stock | 03/24/2005 | | M ⁽¹⁾ | 500 A \$ 3.52 | 25,619 | D | |
| Common Stock | 03/24/2005 | | M ⁽¹⁾ | 1,000 A \$ 3.52 | 26,619 | D | |

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| | | | | | | | | |
|--------------|------------|-------------------------|-------|---|--------------------------------------|----------|---|---------------------------|
| Common Stock | 03/24/2005 | <u>M</u> ⁽¹⁾ | 900 | A | \$ 3.52 | 27,519 | D | |
| Common Stock | 03/24/2005 | <u>M</u> ⁽¹⁾ | 100 | A | \$ 3.52 | 27,619 | D | |
| Common Stock | 03/24/2005 | <u>M</u> ⁽¹⁾ | 500 | A | \$ 3.52 | 28,119 | D | |
| Common Stock | 03/24/2005 | <u>S</u> ⁽¹⁾ | 200 | D | \$ <u>19.74</u> ⁽¹⁾ | 27,919 | D | |
| Common Stock | 03/24/2005 | <u>S</u> ⁽¹⁾ | 1,700 | D | \$ <u>19.85</u> ⁽¹⁾ | 26,219 | D | |
| Common Stock | 03/24/2005 | <u>S</u> ⁽¹⁾ | 100 | D | \$ <u>19.87</u> ⁽¹⁾ | 26,119 | D | |
| Common Stock | 03/24/2005 | <u>S</u> ⁽¹⁾ | 500 | D | \$ <u>19.88</u> ⁽¹⁾ | 25,619 | D | |
| Common Stock | 03/24/2005 | <u>S</u> ⁽¹⁾ | 1,000 | D | \$ <u>19.95</u> ⁽¹⁾ | 24,619 | D | |
| Common Stock | 03/24/2005 | <u>S</u> ⁽¹⁾ | 900 | D | \$ <u>19.97</u> ⁽¹⁾ | 23,719 | D | |
| Common Stock | 03/24/2005 | <u>S</u> ⁽¹⁾ | 100 | D | \$ <u>19.99</u> ⁽¹⁾ | 23,619 | D | |
| Common Stock | 03/24/2005 | <u>S</u> ⁽¹⁾ | 500 | D | \$ <u>20.1</u> ⁽¹⁾ | 23,119 | D | |
| Common Stock | | | | | | 11,155.4 | I | SSB Tr/self Emp S/P |
| Common Stock | | | | | | 7,590.56 | I | by ESOP |
| Common Stock | | | | | | 1,991.52 | I | by Spouse |

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 Securities (Instr. 3 and 4) | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|---|-----------------|--------------|----------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Incentive Stock Option (right to buy) | \$ 3.52 | 03/24/2005 | | M ⁽¹⁾ | | 200 | | <u>(2)</u> | 06/22/2005 | Common Stock | 200 |
| Incentive Stock Option (right to buy) | \$ 3.52 | 03/24/2005 | | M ⁽¹⁾ | | 1,700 | | <u>(2)</u> | 06/22/2005 | Common Stock | 1,700 |
| Incentive Stock Option (right to buy) | \$ 3.52 | 03/24/2005 | | M ⁽¹⁾ | | 100 | | <u>(2)</u> | 06/22/2005 | Common Stock | 100 |
| Incentive Stock Option (right to buy) | \$ 3.52 | 03/24/2005 | | M ⁽¹⁾ | | 500 | | <u>(2)</u> | 06/22/2005 | Common Stock | 500 |
| Incentive Stock Option (right to buy) | \$ 3.52 | 03/24/2005 | | M ⁽¹⁾ | | 1,000 | | <u>(2)</u> | 06/22/2005 | Common Stock | 1,000 |
| Incentive Stock Option (right to buy) | \$ 3.52 | 03/24/2005 | | M ⁽¹⁾ | | 900 | | <u>(2)</u> | 06/22/2005 | Common Stock | 900 |
| Incentive Stock Option (right to buy) | \$ 3.52 | 03/24/2005 | | M ⁽¹⁾ | | 100 | | <u>(2)</u> | 06/22/2005 | Common Stock | 100 |
| Incentive Stock Option (right to buy) | \$ 3.52 | 03/24/2005 | | M ⁽¹⁾ | | 500 | | <u>(2)</u> | 06/22/2005 | Common Stock | 500 |
| Incentive Stock Option (right to buy) | \$ 4.61 | | | | | | | <u>(3)</u> | 02/07/2006 | Common Stock | 32,500 |
| Incentive Stock Option (right to buy) | \$ 5.71 | | | | | | | <u>(4)</u> | 06/05/2007 | Common Stock | 18,600 |
| Incentive Stock Option (right to buy) | \$ 5.79 | | | | | | | <u>(5)</u> | 08/31/2010 | Common Stock | 29,700 |

| | | | | | | |
|---|---------|-----|------------|-----------------|-------|--|
| Stock Option (right to buy) | | | | | Stock | |
| Incentive Stock Option (right to buy) | \$ 6.27 | (6) | 06/10/2009 | Common Stock | 20,7 | |
| Incentive Stock Option (right to buy) | \$ 6.49 | (7) | 10/15/2008 | Common Stock | 3,94 | |
| Non-Qualified Stock Option (right to buy) | \$ 5.79 | (8) | 08/31/2010 | Common Stock | 3,74 | |
| Non-Qualified Stock Option (right to buy) | \$ 6.27 | (9) | 06/10/2009 | Common Stock | 340 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| DAWSON CHARLES E SOUTHSIDE BANCSHARES INC 1201 SOUTH BECKHAM TYLER, TX 75701 | X | | Director, President & Secy. | |

Signatures

Charles E. (Sam)
Dawson 03/24/2005

**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) Sam Dawson exercised part of his options to sell 5,000 shares on 3-24-05. These option shares would come from the option shares issued June 22, 1995 under the 1993 Stock Option Plan.
- (2) Options were fully vested on June 22, 2000.
- (3) Vested 20% per year and became fully exercisable 02/07/2001.
- (4) Vested 20% per year and became fully exercisable 06/05/2002.
- (5) Options vest 20% per year and currently 60% are fully exercisable.
- (6) Options vest 20% per year and currently 80% are fully exercisable.
- (7) Vested 20% per year and became fully exercisable 10/15/2003.
- (8) Non-Qualified Incentive Stock Option became fully exercisable 08/31/01.
- (9) Non-qualified Incentive Stock Option became fully exercisable 06/10/2000.

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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