MIDSOUTH BANCORP INC
Form 4
February 27, 2015

FORM 4

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

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

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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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
CLOUTIER TROY M

(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)
02/25/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
SEVP & Chief Banking Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/25/2015		M		4,000 (1)	A	$ 12.97	26,520	D	
Common Stock	02/25/2015		M		0	A	$ 0	7,536.69 (2)	I	ESOP
Common Stock	02/25/2015		M		0	A	$ 0	9,521.52	I	CUST Under Transfer to Minors Act

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)		8 D S (I
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Employee Stock Options (Right to Buy)	$ 12.97	02/25/2015		M		4,000		(3)	05/23/2022	Common Stock	4,000	
Stock Options	$ 20.88	02/25/2015		M		0		(4)	12/14/2015	Common Stock	0	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CLOUTIER TROY M 102 VERSAILLES BLVD LAFAYETTE, LA 70501			SEVP & Chief Banking Officer	

Signatures

Shaleen B. Pellerin, Attorney In Fact	02/27/2015
**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.

(2) Includes shares acquired in non-reportable Employee Stock Ownership Plan (ESOP) distributions since the date of the last Form 4 filing.

(3) The option, representing a right to purchase a total of 25,443 shares, becomes exercisable in five (5) equal installments beginning May 23, 2013, which was the first anniversary of the date on which the option was granted.

(4) Up to 20% of the 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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