

SOUTHSIDE BANCSHARES INC  
Form SC 13D/A  
May 20, 2008

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

**SCHEDULE 13D**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 2)\***

**Southside Bancshares, Inc.**  
**(Name of Issuer)**

**Common Stock, par value \$1.25 per share**  
**(Title of Class of Securities)**

**84470P109**

**(CUSIP Number)**

**Saul Ortega  
Chief Financial Officer  
100 West Cano  
P.O. Box 810  
Edinburg, Texas 78540  
(956) 380-8500**

**(Name, Address and Telephone Number of Person Authorized to Receive  
Notices and Communications)**

**April 30, 2008**

**(Date of Event which Requires Filing of this Statement)**

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Section 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. [ ]

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).



CUSIP No. 84470P109

NAMES OF REPORTING PERSONS:

1 First National Bank Group, Inc.

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

TIN: 74-2221690

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

- 2 (a)   
(b)

3 SEC USE ONLY:

4 SOURCE OF FUNDS (SEE INSTRUCTIONS):

WC

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):

6 CITIZENSHIP OR PLACE OF ORGANIZATION:

United States

7 SOLE VOTING POWER:

NUMBER OF 850,000

8 SHARES BENEFICIALLY OWNED BY SHARED VOTING POWER:

850,000

EACH REPORTING PERSON      **9**      SOLE DISPOSITIVE POWER:  
850,000

WITH      **10**      SHARED DISPOSITIVE POWER:  
850,000

**11**      AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:  
850,000

**12**      CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):  
o

**13**      PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):  
6.15% <sup>(1)</sup>

**14**      TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):  
CO

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(1)Based on 13,818,622 shares of common stock of Southside Bancshares, Inc. ("Southside") issued and outstanding as of April 25, 2008, as set forth in Southside's Form 10-Q quarterly report filed as of that date for the quarter ended March 31, 2008.

CUSIP No. 84470P109

NAMES OF REPORTING PERSONS:

1

First National Bank Group, Inc. Employee Stock Ownership Plan

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

TIN: 74-2772237

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2

- (a)
- (b)

SEC USE ONLY:

3

SOURCE OF FUNDS (SEE INSTRUCTIONS):

4

WC

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):

5

CITIZENSHIP OR PLACE OF ORGANIZATION:

6

United States

SOLE VOTING POWER:

7

NUMBER OF 60

SHARES BENEFICIALLY OWNED BY 8

SHARED VOTING POWER:

60

EACH REPORTING PERSON 9  
SOLE DISPOSITIVE POWER:  
60

WITH 10  
SHARED DISPOSITIVE POWER:  
60

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:  
60

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):  
o

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):  
0.00% <sup>(1)</sup>

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):  
EP

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(1)Based on 13,818,622 shares of common stock of Southside issued and outstanding as of April 25, 2008, as set forth in Southside's Form 10-Q quarterly report filed as of that date for the quarter ended March 31, 2008.

CUSIP No. 84470P109

NAMES OF REPORTING PERSONS:

Trustees of the First National Bank Group, Inc. Employee Stock Ownership Plan:

1

- David O. Rogers, Jr.
- Robert Gandy, III
- Saul Ortega

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2

- (a)
- (b)

SEC USE ONLY:

3

SOURCE OF FUNDS (SEE INSTRUCTIONS):

4

WC

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):

5

CITIZENSHIP OR PLACE OF ORGANIZATION:

6

United States

SOLE VOTING POWER:

7

NUMBER OF 60

SHARES  
BENEFICIALLY OWNED BY 8

SHARED VOTING POWER:

60

EACH REPORTING PERSON                      9                      SOLE DISPOSITIVE POWER:  
60

WITH    10                      SHARED DISPOSITIVE POWER:  
60

11                      AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:  
60

12                      CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):  
o

13                      PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):  
0.00% <sup>(1)</sup>

14                      TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):  
IN

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(1)Based on 13,818,622 shares of common stock of Southside issued and outstanding as of April 25, 2008, as set forth in Southside's Form 10-Q quarterly report filed as of that date for the quarter ended March 31, 2008.



**SCHEDULE 13D**

This Amendment No. 2 to Schedule 13D relates to the common stock, par value \$1.25 per share (“Common Stock”), of Southside Bancshares, Inc. (“Southside”), a Texas corporation. Southside’s principal executive office is located at 1201 Beckham, P.O. Box 1079, Tyler, Texas 75710.

This Amendment No. 2 to Schedule 13D is being filed by First National Bank Group, Inc. (“FNBG”), the First National Bank Group, Inc. Employee Stock Ownership Plan (“ESOP”) and David O. Rogers, Jr., Robert Gandy, III and Saul Ortega (individually referred to as the “Named Individuals”), not in their individual capacities, but in their capacity as trustees of the ESOP (referred to in their capacity as trustees as the “Trustees,” and referred to collectively with FNBG and the ESOP as the “Reporting Persons”), and amends and supplements the Schedule 13D filed by the Reporting Persons with the Securities and Exchange Commission on December 5, 2007, as amended and supplemented by Amendment No. 1 to Schedule 13D filed by the Reporting Persons on May 19, 2008. Except as otherwise expressly provided herein, all items of the Schedule 13D remained unchanged. FNBG and the ESOP are filing this Amendment No. 2 to Schedule 13D in connection with the disposition by FNBG of shares of Common Stock.

**Item 5. Interest in Securities of the Issuer.**

Items 5(a), 5(b), and 5(c) of the Schedule 13D are hereby amended and restated as follows:

(a) As of April 30, 2008, FNBG was the beneficial owner of 850,000 shares of Common Stock (the “FNBG Shares”), representing approximately 6.15% of the outstanding shares of Common Stock (based on 13,818,622 shares of Common Stock issued and outstanding as of April 25, 2008, as set forth in Southside’s Form 10-Q quarterly report filed as of that date for the quarter ended March 31, 2008).

As of April 30, 2008, the ESOP was the beneficial owner of 60 shares of Common Stock (the “ESOP Shares”), representing approximately 0.00% (rounded) of the outstanding shares of Common Stock (based on 13,818,622 shares of Common Stock issued and outstanding as of April 25, 2008, as set forth in Southside’s Form 10-Q quarterly report filed as of that date for the quarter ended March 31, 2008).

Although not required to be included with this filing, as of April 30, 2008, certain of the Named Individuals own shares of Common Stock in their individual capacities that are not included in the FNBG Shares or ESOP Shares beneficially held by FNBG or the ESOP, as set forth in the table below:

<u>Name</u>	<u>Shares Owned</u>
David O. Rogers, Jr.	12
Robert Gandy, III	142.866
Michael V. McCarthy	200

(b) FNBG has sole voting power and sole dispositive power over the FNBG Shares, which represents 850,000 shares of Common Stock. David O. Rogers, Jr., Robert Gandy, III and Saul Ortega, as trustees of the ESOP, have voting power and dispositive power, individually and shared, of the ESOP Shares, and thus beneficially own the ESOP Shares, which represents 60 shares of Common Stock.

(c) Except for the open market transactions in shares of Common Stock set forth on Schedule A attached hereto, none of the Reporting Persons, nor, to the best of their knowledge, any of the Named Individuals, has effected any transaction in the Common Stock during the period between April 18, 2008 (the date of the event that required the

filing of Amendment No. 1 to Schedule 13D) and the date of the event that required filing of this Amendment No. 2 to Schedule 13D.

5

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**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

**FIRST NATIONAL BANK GROUP, INC:**

Date: May 20, 2008

By: */s/ Robert Gandy, III*

\_\_\_\_\_  
Robert Gandy, III,  
Chief Executive Officer, First National Bank Group, Inc.

**FIRST NATIONAL BANK GROUP, INC.  
EMPLOYEE STOCK OWNERSHIP PLAN:**

Date: May 20, 2008

By: */s/ Robert Gandy, III*

\_\_\_\_\_  
Robert Gandy, III, not in his individual capacity but  
solely in his capacity as trustee of the First National  
Bank Group, Inc. Employee Stock Ownership Plan

Date: May 20, 2008

By: */s/ David O. Rogers, Jr*

\_\_\_\_\_  
David O. Rogers, Jr., not in his individual capacity but  
solely in his capacity as trustee of the First National  
Bank Group, Inc. Employee Stock Ownership Plan

Date: May 20, 2008

By: */s/ Saul Ortega*

\_\_\_\_\_  
Saul Ortega, not in his individual capacity solely in his  
capacity as trustee of the First National Bank Group,  
Inc. Employee Stock Ownership Plan

**Schedule A****FNBG**

<b>Date of Transaction</b>	<b>Buy/Sell</b>	<b>Shares Involved</b>	<b>Price Per Share</b>
April 21, 2008	Sell	28,000	\$ 23.40
April 22, 2008	Sell	22,000	\$ 23.40
April 23, 2008	Sell	33,700	\$ 24.32
April 24, 2008	Sell	16,300	\$ 23.97
April 28, 2008	Sell	7,100	\$ 23.82
April 29, 2008	Sell	25,000	\$ 24.04
April 30, 2008	Sell	17,900	\$ 23.73
<b>Total</b>		<b>150,000</b>	