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BANCORPSOUTH INC
Form 13F-HR
April 19, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON D.C. 20549

FORM 13F

FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: March 31, 2012

Check here if Amendment ; Amendment Number: _____
This Amendment (Check only one): is a restatement
 adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: BancorpSouth Inc.
Address: One Mississippi Plaza
201 South Spring Street
Tupelo MS 38804

Form 13F File Number: 28-10453

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it that all information contained herein is true correct and complete and that it is understood that all required items statements schedules lists and tables are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: Cathy S. Freeman
Title: Executive Vice President and Corporate Secretary
Phone: (662) 680-2084

Signature Place and Date of Signing:

| | | |
|----------------------|--------------------|----------------|
| /s/ Cathy S. Freeman | Tupelo Mississippi | April 17, 2012 |
| ----- | ----- | ----- |
| [Signature] | [City State] | [Date] |

Report Type (Check only one.):

- 13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report.)
- 13F NOTICE. (Check here if no holdings reported are in this report and all holdings are reported by other reporting manager(s).)
- 13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

List of Other Managers Reporting for this Manager: None.

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FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 1
 Form 13F Information Table Entry Total: 292
 Form 13F Information Table Value Total: \$937,271
 (thousands)

LIST OF OTHER INCLUDED MANAGERS:

Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional investment managers with respect to which this report is filed other than the manager filing this report.

| No. | Form 13F File Number | Name |
|-----|----------------------|-------------------|
| 1 | 28-10939 | BancorpSouth Bank |

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FORM 13F INFORMATION TABLE

| NAME OF ISSUER | TITLE OF CLASS | CUSIP | MKT VAL x 1000 | Shares/ PRN Amt | SH/ PRN | PUT/ CALL | INVESTMENT DISCRETION | | | |
|------------------------------|----------------|-----------|-------------------|--------------------|------------|--------------|-----------------------|---------|---------|---------|
| | | | | | | | SOLE (A) | SHR (B) | OTH (C) | OTH MGR |
| COOPER INDUSTRIES PLC | SHS | G24140108 | 328 | 5,124 | SH | | X | | | 1 |
| HERBALIFE LTD | COM USD SHS | G4412G101 | 299 | 4,340 | SH | | X | | | 1 |
| INGERSOLL-RAND PLC | SHS | G47791101 | 313 | 7,577 | SH | | X | | | 1 |
| ACE LTD | SHS | H0023R105 | 293 | 4,006 | SH | | X | | | 1 |
| CHECK POINT SOFTWARE TECH LT | ORD | M22465104 | 472 | 7,393 | SH | | X | | | 1 |
| AERCAP HOLDINGS NV | SHS | N00985106 | 150 | 13,459 | SH | | X | | | 1 |
| FLEXTRONICS INTL LTD | ORD | Y2573F102 | 859 | 118,931 | SH | | X | | | 1 |
| AT&T INC | COM | 00206R102 | 1,206 | 38,611 | SH | | X | | | 1 |
| AT&T INC | COM | 00206R102 | 193 | 6,174 | SH | | | | X | 1 |
| ABBOTT LABS | COM | 2824100 | 1,161 | 18,947 | SH | | X | | | 1 |
| ABBOTT LABS | COM | 2824100 | 267 | 4,359 | SH | | | | X | 1 |
| AETNA INC NEW | COM | 00817Y108 | 513 | 10,235 | SH | | X | | | 1 |
| AFFILIATED MANAGERS GROUP | COM | 8252108 | 316 | 2,826 | SH | | X | | | 1 |
| AIR PRODS & CHEMS INC | COM | 9158106 | 644 | 7,019 | SH | | X | | | 1 |
| ALLERGAN INC | COM | 18490102 | 471 | 4,938 | SH | | X | | | 1 |
| ALLSCRIPTS | COM | 01988P108 | 198 | 11,941 | SH | | X | | | 1 |
| HEALTHCARE SOLUTN | | | | | | | | | | |
| ALTERA CORP | COM | 21441100 | 218 | 5,471 | SH | | X | | | 1 |

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|---------------------------------|------------------|-----------|--------|---------|----|---|--|---|--|---|
| ALTRIA GROUP INC | COM | 02209S103 | 710 | 23,001 | SH | X | | | | 1 |
| ALTRIA GROUP INC | COM | 02209S103 | 29 | 948 | SH | | | X | | 1 |
| AMERICAN EXPRESS CO | COM | 25816109 | 763 | 13,194 | SH | X | | | | 1 |
| AMETEK INC NEW | COM | 31100100 | 284 | 5,858 | SH | X | | | | 1 |
| AMGEN INC | COM | 31162100 | 497 | 7,318 | SH | X | | | | 1 |
| APACHE CORP | COM | 37411105 | 722 | 7,193 | SH | X | | | | 1 |
| APPLE INC | COM | 37833100 | 1,558 | 2,599 | SH | X | | | | 1 |
| APPLIED MATLS INC | COM | 38222105 | 426 | 34,259 | SH | X | | | | 1 |
| ARCHER DANIELS MIDLAND CO | COM | 39483102 | 558 | 17,618 | SH | X | | | | 1 |
| ASTRAZENECA PLC | SPONSORED ADR | 46353108 | 530 | 11,918 | SH | X | | | | 1 |
| ASTRAZENECA PLC | SPONSORED ADR | 46353108 | 24 | 546 | SH | | | X | | 1 |
| ATMEL CORP | COM | 49513104 | 189 | 19,181 | SH | X | | | | 1 |
| AUTODESK INC | COM | 52769106 | 307 | 7,250 | SH | X | | | | 1 |
| BCE INC | COM NEW | 05534B760 | 314 | 7,827 | SH | X | | | | 1 |
| BCE INC | COM NEW | 05534B760 | 25 | 623 | SH | | | X | | 1 |
| BP PLC | SPONSORED ADR | 55622104 | 246 | 5,456 | SH | X | | | | 1 |
| BP PLC | SPONSORED ADR | 55622104 | 126 | 2,800 | SH | | | X | | 1 |
| BANCORPSOUTH INC | COM | 59692103 | 11,601 | 861,239 | SH | X | | | | 1 |
| BANCORPSOUTH INC | COM | 59692103 | 151 | 11,192 | SH | | | X | | 1 |
| BANK OF THE OZARKS INC | COM | 63904106 | 3,754 | 120,102 | SH | X | | | | 1 |
| BANK OF NEW YORK MELLON CORP | COM | 64058100 | 277 | 11,463 | SH | X | | | | 1 |
| BARON INVT FDS TR | SMALL CAP FD | 68278308 | 232 | 8,912 | SH | X | | | | 1 |
| BAXTER INTL INC | COM | 71813109 | 654 | 10,944 | SH | X | | | | 1 |
| BERKSHIRE HATHAWAY INC DEL | CL B NEW | 84670702 | 923 | 11,371 | SH | X | | | | 1 |
| BOEING CO | COM | 97023105 | 213 | 2,869 | SH | X | | | | 1 |

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| NAME OF ISSUER | TITLE OF CLASS | CUSIP | MKT VAL x 1000 | Shares/ PRN Amt | SH/ PRN | PUT/ CALL | INVESTMENT DISCRETION | | | |
|-----------------------------|----------------|-----------|-------------------|--------------------|------------|--------------|-----------------------|---------|---------|---------|
| | | | | | | | SOLE (A) | SHR (B) | OTH (C) | OTH MGR |
| BRISTOL MYERS SQUIBB CO | COM | 110122108 | 607 | 17,977 | SH | | X | | | 1 |
| BRISTOL MYERS SQUIBB CO | COM | 110122108 | 28 | 833 | SH | | | | X | 1 |
| CVS CAREMARK CORPORATION | COM | 126650100 | 442 | 9,856 | SH | | X | | | 1 |
| CATERPILLAR INC DEL | COM | 149123101 | 530 | 4,979 | SH | | X | | | 1 |
| CELGENE CORP | COM | 151020104 | 608 | 7,842 | SH | | X | | | 1 |
| CENTURYLINK INC | COM | 156700106 | 381 | 9,858 | SH | | X | | | 1 |
| CENTURYLINK INC | COM | 156700106 | 26 | 675 | SH | | | | X | 1 |
| CHEVRON CORP NEW | COM | 166764100 | 2,034 | 18,969 | SH | | X | | | 1 |

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|---------------------------------|-------------------|-----------|--------|---------|----|---|---|---|
| CHEVRON CORP NEW | COM | 166764100 | 780 | 7,277 | SH | | X | 1 |
| CISCO SYS INC | COM | 17275R102 | 204 | 9,647 | SH | X | | 1 |
| CITIZENS HLDG CO MISS | COM | 174715102 | 3,091 | 158,987 | SH | X | | 1 |
| 1CITRIX SYS INC | COM | 177376100 | 360 | 4,566 | SH | X | | 1 |
| CLIFFS NATURAL RESOURCES INC | COM | 18683K101 | 422 | 6,089 | SH | X | | 1 |
| COACH INC | COM | 189754104 | 338 | 4,373 | SH | X | | 1 |
| COCA COLA CO | COM | 191216100 | 674 | 9,112 | SH | X | | 1 |
| COCA COLA CO | COM | 191216100 | 363 | 4,909 | SH | | X | 1 |
| COLGATE PALMOLIVE CO | COM | 194162103 | 272 | 2,781 | SH | X | | 1 |
| COLUMBIA ACORN TR | INTL | 197199763 | 437 | 16,040 | SH | X | | 1 |
| | SELECT Z | | | | | | | |
| COLUMBIA FDS SER TR | LARGCAP VAL Z | 19765H149 | 561 | 46,957 | SH | X | | 1 |
| COLUMBIA FDS SER TR | MARS GRWTH Z | 19765H180 | 765 | 32,394 | SH | X | | 1 |
| COLUMBIA FDS SER TR | INTL VAL CL Z | 19765H586 | 195 | 14,651 | SH | X | | 1 |
| COLUMBIA FDS SER TR | SMALL COS Z | 19765J723 | 163 | 12,512 | SH | X | | 1 |
| COLUMBIA FDS SER TR | SMLCP VAL II Z | 19765J764 | 176 | 11,757 | SH | X | | 1 |
| COLUMBIA FDS SER TR I | MIDCP GWTH Z | 19765P232 | 224 | 7,879 | SH | X | | 1 |
| COMPANHIA ENERGETICA DE MINA | SP ADR N-V PFD | 204409601 | 208 | 8,741 | SH | X | | 1 |
| CONCHO RES INC | COM | 20605P101 | 443 | 4,336 | SH | X | | 1 |
| CONCUR TECHNOLOGIES INC | COM | 206708109 | 206 | 3,591 | SH | X | | 1 |
| CONOCOPHILLIPS | COM | 20825C104 | 696 | 9,152 | SH | X | | 1 |
| CONOCOPHILLIPS | COM | 20825C104 | 23 | 306 | SH | | X | 1 |
| MONTGOMERY EXPLORATION 10.87 | | 216000992 | 228 | 1 | SH | X | | 1 |
| CORNING INC | COM | 219350105 | 360 | 25,590 | SH | X | | 1 |
| CUMMINS INC | COM | 231021106 | 361 | 3,004 | SH | X | | 1 |
| DWS VALUE SER INC | SMCP VALF INST | 23338F754 | 15,293 | 413,781 | SH | X | | 1 |
| DWS VALUE SER INC | SMCP VALF INST | 23338F754 | 123 | 3,315 | SH | | X | 1 |
| DANAHER CORP DEL | COM | 235851102 | 444 | 7,930 | SH | X | | 1 |
| DEERE & CO | COM | 244199105 | 1,140 | 14,096 | SH | X | | 1 |
| DELTIC TIMBER CORP | COM | 247850100 | 400 | 6,324 | SH | X | | 1 |
| DELTIC TIMBER CORP | COM | 247850100 | 26,312 | 415,743 | SH | | X | 1 |
| DENBURY RES INC | COM NEW | 247916208 | 249 | 13,632 | SH | X | | 1 |
| DEVON ENERGY CORP NEW | COM | 25179M103 | 303 | 4,262 | SH | X | | 1 |
| DIAGEO P L C | SPON ADR NEW | 25243Q205 | 241 | 2,493 | SH | X | | 1 |

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| NAME OF ISSUER | TITLE OF CLASS | CUSIP | VAL x 1000 | Shares/ PRN Amt | SH/ PRN | PUT/ CALL | SOLE (A) | SHR (B) | OTH (C) | OTH MGR |
|---------------------------------|----------------------|-----------|---------------|--------------------|------------|--------------|-------------|------------|------------|------------|
| DODGE & COX STK FD | COM | 256219106 | 29,582 | 258,066 | SH | | X | | | 1 |
| DODGE & COX STK FD | COM | 256219106 | 248 | 2,167 | SH | | | | X | 1 |
| DOLLAR TREE INC | COM | 256746108 | 646 | 6,838 | SH | | X | | | 1 |
| DOMINION RES INC VA NEW | COM | 25746U109 | 252 | 4,918 | SH | | X | | | 1 |
| DOMINION RES INC VA NEW | COM | 25746U109 | 8 | 161 | SH | | | | X | 1 |
| DU PONT E I DE NEMOURS & CO | COM | 263534109 | 267 | 5,046 | SH | | X | | | 1 |
| DUKE ENERGY CORP NEW | COM | 26441C105 | 472 | 22,465 | SH | | X | | | 1 |
| DUKE ENERGY CORP NEW | COM | 26441C105 | 24 | 1,150 | SH | | | | X | 1 |
| E M C CORP MASS | COM | 268648102 | 665 | 22,253 | SH | | X | | | 1 |
| ERHC ENERGY INC | COM | 26884J104 | 1 | 10,000 | SH | | X | | | 1 |
| EATON CORP | COM | 278058102 | 270 | 5,419 | SH | | X | | | 1 |
| EMERSON ELEC CO | COM | 291011104 | 453 | 8,672 | SH | | X | | | 1 |
| EXPRESS SCRIPTS INC | COM | 302182100 | 1,093 | 20,178 | SH | | X | | | 1 |
| EXXON MOBIL CORP | COM | 30231G102 | 5,007 | 57,729 | SH | | X | | | 1 |
| EXXON MOBIL CORP | COM | 30231G102 | 1,269 | 14,630 | SH | | | | X | 1 |
| F M C CORP | COM NEW | 302491303 | 204 | 1,930 | SH | | X | | | 1 |
| FEDERATED EQUITY FDS INST | INTRCONTL INST | 314172461 | 17,865 | 379,954 | SH | | X | | | 1 |
| FEDERATED EQUITY FDS INST | INTRCONTL INST | 314172461 | 146 | 3,097 | SH | | | | X | 1 |
| FEDERATED EQUITY FDS DV IN | STRG VAL ST | 314172560 | 80 | 16,523 | SH | | X | | | 1 |
| F5 NETWORKS INC | COM | 315616102 | 259 | 1,918 | SH | | X | | | 1 |
| FIDELITY CONTRAFUND INC | NEW INSIGHTS I | 316071604 | 44,818 | 1,957,110 | SH | | X | | | 1 |
| FIDELITY CONTRAFUND INC | NEW INSIGHTS I | 316071604 | 351 | 15,335 | SH | | | | X | 1 |
| FIRSTENERGY CORP | COM | 337932107 | 210 | 4,601 | SH | | X | | | 1 |
| GAZPROM O A O | SPON ADR | 368287207 | 173 | 14,033 | SH | | X | | | 1 |
| GENERAL ELECTRIC CO | COM | 369604103 | 738 | 36,760 | SH | | X | | | 1 |
| GENERAL MLS INC | COM | 370334104 | 253 | 6,404 | SH | | X | | | 1 |
| GILEAD SCIENCES INC | COM | 375558103 | 373 | 7,644 | SH | | X | | | 1 |
| GLAXOSMITHKLINE PLC ADR | SPONSORED ADR | 37733W105 | 381 | 8,490 | SH | | X | | | 1 |
| GLAXOSMITHKLINE PLC ADR | SPONSORED ADR | 37733W105 | 29 | 651 | SH | | | | X | 1 |
| GOLDMAN SACHS GROUP INC | COM | 38141G104 | 206 | 1,655 | SH | | X | | | 1 |
| 1GOOGLE INC | CL A | 38259P508 | 421 | 656 | SH | | X | | | 1 |
| GROUPE CGI INC VTG | CL A SUB VTG | 39945C109 | 203 | 9,090 | SH | | X | | | 1 |
| RESTER ENTERPRISES LP 5% INT | | 404005993 | 216 | 1 | SH | | X | | | 1 |
| RESTER ENTERPRISES LP 8% INT | | 405002999 | 346 | 1 | SH | | X | | | 1 |
| HALLIBURTON CO | COM | 406216101 | 699 | 21,053 | SH | | X | | | 1 |
| RESTER ENTERPRISES LP 8% INT | | 407000991 | 346 | 1 | SH | | X | | | 1 |
| DAVIS FAMILY HOLDINGS LP | | 419002993 | 880 | 0 | SH | | X | | | 1 |
| HEINZ H J CO | COM | 423074103 | 472 | 8,806 | SH | | X | | | 1 |
| HEINZ H J CO | COM | 423074103 | 29 | 547 | SH | | | | X | 1 |
| HESS CORP | COM | 42809H107 | 350 | 5,941 | SH | | X | | | 1 |

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|-------------------|-----------|-------|----|----|--|--|---|--|---|---|
| KEY COLONY | 430004994 | 630 | 1 | SH | | | | | X | 1 |
| JOHNSTON | 432004992 | 1,380 | 54 | SH | | | X | | | 1 |
| ENTERPRISES, L.P. | | | | | | | | | | |

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| NAME OF ISSUER | TITLE OF CLASS | CUSIP | MKT VAL x 1000 | Shares/ PRN Amt | SH/ PRN | PUT/ CALL | INVESTMENT DISCRETION | | | |
|---------------------------------|----------------|-----------|-------------------|--------------------|------------|--------------|-----------------------|---------|---------|---------|
| | | | | | | | SOLE (A) | SHR (B) | OTH (C) | OTH MGR |
| GURDON TIMBER LTD 36.494% | | 434002994 | 417 | 1 | SH | | X | | | 1 |
| WOODLAND HILLS LIMITED PARTN | | 435001995 | 220 | 25 | SH | | X | | | 1 |
| SUNNYDALE LIMITED PARTNERSHI | | 436001994 | 1,558 | 88 | SH | | X | | | 1 |
| WEH PROPERTIES LIMITED PARTN | | 436002992 | 410 | 86 | SH | | X | | | 1 |
| CRICKET LIMITED PARTNERSHIP | | 436003990 | 889 | 28 | SH | | X | | | 1 |
| MCM TIMBER 3.021% INTEREST | | 438002990 | 255 | 1 | SH | | X | | | 1 |
| MCM TIMBER 3.020% INTEREST | | 438003998 | 255 | 1 | SH | | X | | | 1 |
| HONEYWELL INTL INC | COM | 438516106 | 486 | 7,963 | SH | | X | | | 1 |
| REED HOLDINGS PARTNERSHIP, L | | 441002995 | 1,285 | 71 | SH | | X | | | 1 |
| HOSPIRA INC | COM | 441060100 | 272 | 7,269 | SH | | X | | | 1 |
| HOSPIRA INC | COM | 441060100 | 15 | 400 | SH | | | | X | 1 |
| MCM TIMBER 12% INTEREST | | 442000998 | 1,012 | 1 | SH | | X | | | 1 |
| CABEARK, LP 35.4444% INTERES | | 443003991 | 1,431 | 1 | SH | | X | | | 1 |
| DCT OPERATING PARTNERSHIP | | 443004999 | 526 | 75,518 | SH | | X | | | 1 |
| CABEARK, LP 63.5556% INTERES | | 444003990 | 2,527 | 1 | SH | | X | | | 1 |
| CABE-LONG PROPERTIES, LTD | | 444005995 | 287 | 4 | SH | | X | | | 1 |
| MCMILLON PROPERTIES L/P | | 445000995 | 2,178 | 96 | SH | | X | | | 1 |
| CABE-LONG PROPERTIES, LTD | | 445001993 | 1,580 | 4 | SH | | X | | | 1 |
| CABE-LONG PROPERTIES, LTD | | 445003999 | 533 | 1 | SH | | X | | | 1 |
| INTEREST IN | | 448005991 | 300 | 1 | SH | | X | | | |
| TALL PINES, LLC | | 449001999 | 963 | 50 | SH | | X | | | 1 |
| DONOVAN INVESTMENTS, LLC | | 449003995 | 4,618 | 99 | SH | | X | | | 1 |
| TPH ENERGY EQUITY FUND LP | | 450005996 | 843 | 1 | SH | | | | X | 1 |
| LONGENECKER EQUITY | | 451000996 | 3,726 | 99 | SH | | | | X | 1 |

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| II, LLC | | | | | | | | | | |
| DTL, SR., L.P | | 452002991 | 7,355 | 53 | SH | | X | | | 1 |
| 10.0% INTEREST IN | | 452005994 | 1,673 | 2 | SH | | X | | | 1 |
| MCM TIMBER | | | | | | | | | | |
| ILLINOIS TOOL WKS | COM | 452308109 | 329 | 5,754 | SH | | X | | | 1 |
| INC | | | | | | | | | | |
| IMAX CORP | COM | 4.52E+113 | 210 | 8,583 | SH | | X | | | 1 |
| INTEL CORP | COM | 458140100 | 738 | 26,254 | SH | | X | | | 1 |
| INTEL CORP | COM | 458140100 | 90 | 3,200 | SH | | | | X | 1 |
| INTERCONTINENTAL | COM | 45865V100 | 451 | 3,280 | SH | | X | | | 1 |
| EXCHANGE INC | | | | | | | | | | |
| INTERNATIONAL | COM | 459200101 | 1,401 | 6,713 | SH | | X | | | 1 |
| BUSINESS MACHS | | | | | | | | | | |
| INTUITIVE SURGICAL | COM NEW | 46120E602 | 287 | 530 | SH | | X | | | 1 |
| INC | | | | | | | | | | |
| INVESTMENT CO AMER | CL A | 461308108 | 1,007 | 33,628 | SH | | X | | | 1 |
| ISHARES TR | MSCI | 464287234 | 300 | 6,983 | SH | | X | | | 1 |
| | EMERG MKT | | | | | | | | | |
| ISHARES TR | MSCI | 464288240 | 2,244 | 54,952 | SH | | X | | | 1 |
| | ACWI EX | | | | | | | | | |
| JPMORGAN CHASE & CO | COM | 46625H100 | 376 | 8,180 | SH | | X | | | 1 |
| JPMORGAN CHASE & CO | COM | 46625H100 | 90 | 1,956 | SH | | | | X | 1 |
| JANUS INVT FD | GLOBAL | T | 197 | 17,287 | SH | | X | | | 1 |
| | SEL FD | 471023648 | | | | | | | | |
| JOHN HANCOCK FDS III | DISC VAL | 47803W406 | 30,907 | 2,416,490 | SH | | X | | | 1 |
| | MCP I | | | | | | | | | |
| JOHN HANCOCK FDS III | DISC VAL | 47803W406 | 304 | 23,797 | SH | | | | X | 1 |
| | MCP I | | | | | | | | | |
| JOHNSON & JOHNSON | COM | 478160104 | 1,562 | 23,679 | SH | | X | | | 1 |
| JOHNSON & JOHNSON | COM | 478160104 | 390 | 5,916 | SH | | | | X | 1 |

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| NAME OF ISSUER | TITLE OF CLASS | CUSIP | MKT VAL x 1000 | Shares/ PRN Amt | SH/ PRN | PUT/ CALL | INVESTMENT DISCRETION | | | |
|---------------------|----------------|-----------|-------------------|--------------------|------------|--------------|-----------------------|---------|---------|---------|
| | | | | | | | SOLE (A) | SHR (B) | OTH (C) | OTH MGR |
| JOHNSON CTLS INC | COM | 478366107 | 333 | 10,248 | SH | | X | | | 1 |
| KBR INC | COM | 48242W106 | 406 | 11,408 | SH | | X | | | 1 |
| KIMBERLY CLARK CORP | COM | 494368103 | 534 | 7,233 | SH | | X | | | 1 |
| KIMBERLY CLARK CORP | COM | 494368103 | 31 | 420 | SH | | | | X | 1 |
| KINGFISHER PLC | SPON ADR | 495724403 | 190 | 19,381 | SH | | X | | | 1 |
| | PAR | | | | | | | | | |
| 1KRAFT FOODS INC | CL A | 50075N104 | 313 | 8,235 | SH | | X | | | 1 |
| LILLY ELI & CO | COM | 532457108 | 451 | 11,210 | SH | | X | | | 1 |
| LILLY ELI & CO | COM | 532457108 | 61 | 1,520 | SH | | | | X | 1 |
| LONGLEAF PARTNERS | SH BEN | 543069108 | 266 | 8,853 | SH | | X | | | 1 |
| FDS TR | INT | | | | | | | | | |
| LORD ASSET MGMT TR | T WHITE | 543917108 | 196 | 11,912 | SH | | X | | | 1 |
| | INTL | | | | | | | | | |
| LOWES COS INC | COM | 548661107 | 204 | 6,500 | SH | | X | | | 1 |
| MFS SER TR I | VALUE FD | 552983801 | 235 | 9,379 | SH | | X | | | 1 |

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| | | CL A | | | | | | | |
|--------------------------------|-----------------|-----------|---------|-----------|----|--|---|---|---|
| MANULIFE FINL CORP | COM | 56501R106 | 162 | 11,945 | SH | | X | | 1 |
| MCDONALDS CORP | COM | 580135101 | 604 | 6,156 | SH | | X | | 1 |
| MCDONALDS CORP | COM | 580135101 | 8 | 85 | SH | | | X | 1 |
| MEDNAX INC | COM | 58502B106 | 253 | 3,404 | SH | | X | | 1 |
| MEDTRONIC INC | COM | 585055106 | 451 | 11,496 | SH | | X | | 1 |
| MERCK & CO INC NEW | COM | 58933Y105 | 579 | 15,073 | SH | | X | | 1 |
| MERCK & CO INC NEW | COM | 58933Y105 | 25 | 662 | SH | | | X | 1 |
| METLIFE INC | COM | 59156R108 | 379 | 10,137 | SH | | X | | 1 |
| MICROSOFT CORP | COM | 594918104 | 1,248 | 38,697 | SH | | X | | 1 |
| MONTGOMERY EXPLORATION | | 601A5Z991 | 296 | 1 | SH | | X | | 1 |
| MOSAIC CO NEW | COM | 61945C103 | 525 | 9,502 | SH | | X | | 1 |
| MOTOROLA MOBILITY HLDGS INC | COM | 620097105 | 280 | 7,125 | SH | | X | | 1 |
| MURPHY OIL CORP | COM | 626717102 | 4,548 | 80,824 | SH | | X | | 1 |
| MURPHY OIL CORP | COM | 626717102 | 421,418 | 7,489,209 | SH | | | X | 1 |
| MUTUAL SER FD INC | SHS FD | 628380107 | 345 | 15,836 | SH | | | X | 1 |
| MUTUAL SER FD INC | CL Z BEACON | 628380305 | 173 | 13,366 | SH | | | X | 1 |
| MUTUAL SER FD INC | FD Z GBL | Z | 47,162 | 1,598,178 | SH | | X | | 1 |
| MUTUAL SER FD INC | DISCVR FD | 628380404 | | | | | | | |
| MUTUAL SER FD INC | GBL | Z | 338 | 11,459 | SH | | | X | 1 |
| MUTUAL SER FD INC | DISCVR FD | 628380404 | | | | | | | |
| NYSE EURONEXT | COM | 629491101 | 388 | 12,920 | SH | | X | | 1 |
| NATIONAL GRID PLC | SPON ADR | 636274300 | 374 | 7,403 | SH | | X | | 1 |
| NATIONAL GRID PLC | NEW SPON ADR | 636274300 | 31 | 622 | SH | | | X | 1 |
| NATIONAL OILWELL VARCO INC | COM | 637071101 | 441 | 5,549 | SH | | X | | 1 |
| NAVISTAR INTL CORP NEW | COM | 6.39E+112 | 435 | 10,762 | SH | | X | | 1 |
| NETAPP INC | COM | 64110D104 | 671 | 14,988 | SH | | X | | 1 |
| NEW PERSPECTIVE FD INC | COM | 648018109 | 763 | 25,656 | SH | | X | | 1 |
| NORDSTROM INC | COM | 655664100 | 457 | 8,208 | SH | | X | | 1 |
| NORFOLK SOUTHERN CORP | COM | 655844108 | 348 | 5,284 | SH | | X | | 1 |
| OGX PETROLEO E GAS PART S A | SPONS ADR | 670849108 | 209 | 25,236 | SH | | X | | 1 |
| O REILLY AUTOMOTIVE INC NEW | COM | 67103H107 | 873 | 9,560 | SH | | X | | 1 |

| NAME OF ISSUER | TITLE OF CLASS | CUSIP | MKT VAL x 1000 | Shares/ PRN Amt | SH/ PRN | PUT/ CALL | INVESTMENT DISCRETION | | | |
|-----------------|----------------|-----------|-------------------|--------------------|------------|--------------|-----------------------|---------|---------|---------|
| | | | | | | | SOLE (A) | SHR (B) | OTH (C) | OTH MGR |
| OCCIDENTAL PETE | COM | 674599105 | 566 | 5,945 | SH | | X | | | 1 |

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| | | | | | | | | |
|--------------------------------------|-------------------|-----------|--------|-----------|----|---|---|---|
| CORP DEL ON SEMICONDUCTOR CORP | COM | 682189105 | 415 | 46,027 | SH | X | | 1 |
| ORACLE CORP | COM | 68389X105 | 492 | 16,877 | SH | X | | 1 |
| PDL BIOPHARMA INC | COM | 69329Y104 | 139 | 21,800 | SH | | X | 1 |
| PPL CORP | COM | 69351T106 | 202 | 7,159 | SH | X | | 1 |
| PPL CORP | COM | 69351T106 | 16 | 583 | SH | | X | 1 |
| PEPSICO INC | COM | 713448108 | 784 | 11,812 | SH | X | | 1 |
| PEPSICO INC | COM | 713448108 | 81 | 1,217 | SH | | X | 1 |
| PFIZER INC | COM | 717081103 | 518 | 22,872 | SH | X | | 1 |
| PFIZER INC | COM | 717081103 | 32 | 1,420 | SH | | X | 1 |
| PHILIP MORRIS INTL INC | COM | 718172109 | 1,079 | 12,172 | SH | X | | 1 |
| PHILIP MORRIS INTL INC | COM | 718172109 | 33 | 377 | SH | | X | 1 |
| POTASH CORP SASK INC | COM | 73755L107 | 636 | 13,927 | SH | X | | 1 |
| PRAXAIR INC | COM | 74005P104 | 327 | 2,854 | SH | X | | 1 |
| PRECISION CASTPARTS CORP | COM | 740189105 | 599 | 3,465 | SH | X | | 1 |
| PRICE T ROWE GROUP INC | COM | 74144T108 | 898 | 13,745 | SH | X | | 1 |
| PRICE T ROWE GROWTH STK FD I | COM | 741479109 | 30,748 | 810,873 | SH | X | | 1 |
| PRICE T ROWE GROWTH STK FD I | COM | 741479109 | 318 | 8,379 | SH | | X | 1 |
| PRICE T ROWE RETIREMENT FDS | 2020 FD ADVISR | 74149P853 | 328 | 18,787 | SH | X | | 1 |
| PRICELINE COM INC | COM NEW | 741503403 | 395 | 550 | SH | X | | 1 |
| PROCTER & GAMBLE CO | COM | 742718109 | 2,536 | 37,737 | SH | X | | 1 |
| PROCTER & GAMBLE CO | COM | 742718109 | 416 | 6,189 | SH | | X | 1 |
| PRUDENTIAL FINL INC | COM | 744320102 | 479 | 7,553 | SH | X | | 1 |
| QUALCOMM INC | COM | 747525103 | 484 | 7,109 | SH | X | | 1 |
| 1RED HAT INC | COM | 756577102 | 238 | 3,970 | SH | X | | 1 |
| REGIONS FINANCIAL CORP NEW | COM | 7591EP100 | 229 | 34,798 | SH | X | | 1 |
| RENASANT CORP | COM | 7.60E+111 | 836 | 51,333 | SH | X | | 1 |
| REYNOLDS AMERICAN INC | COM | 761713106 | 289 | 6,971 | SH | X | | 1 |
| REYNOLDS AMERICAN INC | COM | 761713106 | 23 | 557 | SH | | X | 1 |
| RIVERBED TECHNOLOGY INC | COM | 768573107 | 330 | 11,764 | SH | X | | 1 |
| ROWE T PRICE EQUITY INCOME F | SH BEN INT | 779547108 | 44,147 | 1,729,891 | SH | X | | 1 |
| ROWE T PRICE EQUITY INCOME F | SH BEN INT | 779547108 | 346 | 13,557 | SH | | X | 1 |
| ROWE T PRICE MID-CAP GROWTH | COM | 779556109 | 30,671 | 513,753 | SH | X | | 1 |
| ROWE T PRICE MID-CAP GROWTH | COM | 779556109 | 270 | 4,521 | SH | | X | 1 |
| ROYAL DUTCH SHELL PLC | SPON ADR B | 780259107 | 469 | 6,645 | SH | X | | 1 |
| ROYAL DUTCH SHELL PLC | SPON ADR B | 780259107 | 140 | 1,983 | SH | | X | 1 |
| ROYAL DUTCH SHELL PLC | SPONS ADR A | 780259206 | 552 | 7,878 | SH | X | | 1 |
| ROYAL DUTCH SHELL PLC | SPONS ADR A | 780259206 | 227 | 3,237 | SH | | X | 1 |
| ROYCE FD | PENN MUT INV | 780905840 | 17,958 | 1,489,027 | SH | X | | 1 |
| ROYCE FD | PENN MUT INV | 780905840 | 149 | 12,387 | SH | X | | 1 |

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| | | | | | | | | | | |
|---------------------|----------|-----------|-----|-------|----|---|--|--|--|---|
| SPDR GOLD TRUST | GOLD SHS | 78463V107 | 237 | 1,464 | SH | X | | | | 1 |
| SCHLUMBERGER LTD | COM | 806857108 | 267 | 3,811 | SH | X | | | | 1 |
| SHERWIN WILLIAMS CO | COM | 824348106 | 352 | 3,235 | SH | X | | | | 1 |

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| NAME OF ISSUER | TITLE OF CLASS | CUSIP | MKT VAL x 1000 | Shares/ PRN Amt | SH/ PRN | PUT/ CALL | INVESTMENT DISCRETION | | | |
|------------------------------|----------------|-----------|-------------------|--------------------|------------|--------------|-----------------------|---------|---------|---------|
| | | | | | | | SOLE (A) | SHR (B) | OTH (C) | OTH MGR |
| SIMMONS 1ST NATL CORP | CL A \$1 PAR | 828730200 | 273 | 10,566 | SH | | X | | | 1 |
| SOUTHERN CO | COM | 842587107 | 3,236 | 72,034 | SH | | X | | | 1 |
| SOUTHERN CO | COM | 842587107 | 241 | 5,375 | SH | | | | X | 1 |
| STRYKER CORP | COM | 863667101 | 454 | 8,192 | SH | | X | | | 1 |
| TJX COS INC NEW | COM | 872540109 | 425 | 10,706 | SH | | X | | | 1 |
| TARGET CORP | COM | 8.76E+110 | 884 | 15,174 | SH | | X | | | 1 |
| TELEFONICA S A | SPONSORED ADR | 879382208 | 195 | 11,856 | SH | | X | | | 1 |
| TELEFONICA S A | SPONSORED ADR | 879382208 | 16 | 972 | SH | | | | X | 1 |
| TEVA PHARMACEUTICAL INDS LTD | ADR | 881624209 | 281 | 6,246 | SH | | X | | | 1 |
| TIFFANY & CO NEW | COM | 886547108 | 322 | 4,654 | SH | | X | | | 1 |
| TIME WARNER INC | COM NEW | 887317303 | 218 | 5,774 | SH | | X | | | 1 |
| TOTAL S A | SPONSORED ADR | 8.92E+113 | 281 | 5,502 | SH | | X | | | 1 |
| TOTAL S A | SPONSORED ADR | 8.92E+113 | 23 | 444 | SH | | | | X | 1 |
| TRIMBLE NAVIGATION LTD | COM | 896239100 | 531 | 9,759 | SH | | X | | | 1 |
| TRUSTMARK CORP | COM | 898402102 | 1,463 | 58,556 | SH | | X | | | 1 |
| USA TRUCK INC | COM | 902925106 | 109 | 14,100 | SH | | X | | | 1 |
| UNILEVER PLC | SPON ADR NEW | 904767704 | 201 | 6,088 | SH | | X | | | 1 |
| UNILEVER PLC | SPON ADR NEW | 904767704 | 16 | 495 | SH | | | | X | 1 |
| UNILEVER N V | N Y SHS NEW | 904784709 | 294 | 8,643 | SH | | X | | | 1 |
| UNION PAC CORP | COM | 907818108 | 269 | 2,503 | SH | | X | | | 1 |
| UNION PAC CORP | COM | 907818108 | 473 | 4,400 | SH | | | | X | 1 |
| UNITED TECHNOLOGIES CORP | COM | 913017109 | 307 | 3,702 | SH | | X | | | 1 |
| V F CORP | COM | 918204108 | 642 | 4,396 | SH | | X | | | 1 |
| VANGUARD WORLD FD | MEGA CAP INDEX | 921910873 | 4,827 | 100,043 | SH | | X | | | 1 |
| VANGUARD INDEX FDS | 500 PORTFOLIO | 922908108 | 166 | 1,277 | SH | | X | | | 1 |
| VANGUARD INDEX FDS | 500 PORTFOLIO | 922908108 | 103 | 795 | SH | | | | X | 1 |
| VANGUARD INDEX FDS | MID CAP ETF | 922908629 | 2,864 | 35,108 | SH | | X | | | 1 |

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| | | | | | | | | | | |
|---------------------|-------------------|-----------|-------|--------|----|--|---|--|---|---|
| VANGUARD INDEX FDS | SMALL CP ETF | 922908751 | 1,828 | 23,221 | SH | | X | | | 1 |
| VERIFONE SYS INC | COM | 92342Y109 | 282 | 5,433 | SH | | X | | | 1 |
| VERIZON | COM | 92343V104 | 703 | 18,398 | SH | | X | | | 1 |
| COMMUNICATIONS INC | | | | | | | | | | |
| VERIZON | COM | 92343V104 | 59 | 1,556 | SH | | | | X | 1 |
| COMMUNICATIONS INC | | | | | | | | | | |
| VISA INC | COM CL A | 92826C839 | 381 | 3,227 | SH | | X | | | 1 |
| VODAFONE GROUP PLC | SPONS | 92857W209 | 758 | 27,396 | SH | | X | | | 1 |
| NEW | ADR NEW | | | | | | | | | |
| VODAFONE GROUP PLC | SPONS | 92857W209 | 40 | 1,430 | SH | | | | X | 1 |
| NEW | ADR NEW | | | | | | | | | |
| WT MUT FD | CRM MDCP VAL I | 92934R769 | 232 | 7,741 | SH | | X | | | 1 |
| WAL MART STORES INC | COM | 931142103 | 1,203 | 19,659 | SH | | X | | | 1 |
| WALGREEN CO | COM | 931422109 | 207 | 6,181 | SH | | X | | | 1 |
| WASHINGTON MUT INVS | COM | 939330106 | 904 | 29,710 | SH | | X | | | 1 |
| FD INC | | | | | | | | | | |
| WESTERN UN CO | COM | 959802109 | 474 | 26,928 | SH | | X | | | 1 |

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| NAME OF ISSUER | TITLE OF CLASS | CUSIP | MKT VAL x 1000 | Shares/ PRN Amt | SH/ PRN | PUT/ CALL | INVESTMENT DISCRETION | | | |
|-------------------------------|----------------|-----------|-------------------|--------------------|------------|--------------|-----------------------|---------|---------|---------|
| | | | | | | | SOLE (A) | SHR (B) | OTH (C) | OTH MGR |
| YUM BRANDS INC | COM | 988498101 | 1,294 | 18,183 | SH | | X | | | 1 |
| FINAL TOTALS | | | 937,271 | 23,647,519 | | | | | | |
| FORM 13F INFORMATION TABLE EN | | TRY TOTAL | 292 | | | | | | | |

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