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BANCORPSOUTH INC
Form 13F-HR
October 10, 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: September 30, 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 October 10, 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).)

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List of Other Managers Reporting for this Manager: None.

FORM 13F SUMMARY PAGE

Report Summary:

| | |
|---|-------------|
| Number of Other Included Managers: | 1 |
| Form 13F Information Table Entry Total: | 279 |
| Form 13F Information Table Value Total: | 805,547 |
| | ----- |
| | (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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| 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) |
| ----- | ----- | ----- | ----- | ----- | ----- | ----- | ----- | ----- | ----- |
| COOPER INDUSTRIES PLC | SHS | G24140108 | 326 | 4,344 | SH | | X | | |
| INGERSOLL-RAND PLC | SHS | G47791101 | 260 | 5,798 | SH | | X | | |
| WILLIS GROUP HOLDINGS PUBLIC | SHS | G96666105 | 207 | 5,611 | SH | | X | | |
| ACE LTD | SHS | H0023R105 | 306 | 4,044 | SH | | X | | |
| CHECK POINT SOFTWARE TECH LT | ORD | M22465104 | 335 | 6,946 | SH | | X | | |
| AERCAP HOLDINGS NV | SHS | N00985106 | 168 | 13,422 | SH | | X | | |
| ASML HOLDING N V | NY REG SHS | N07059186 | 210 | 3,919 | SH | | X | | |
| FLEXTRONICS INTL LTD | ORD | Y2573F102 | 705 | 117,565 | SH | | X | | |
| AT&T INC | COM | 00206R102 | 1,540 | 40,846 | SH | | X | | |
| AT&T INC | COM | 00206R102 | 235 | 6,228 | SH | | X | | |
| ABBOTT LABS | COM | 2824100 | 1,152 | 16,802 | SH | | X | | |
| ABBOTT LABS | COM | 2824100 | 283 | 4,130 | SH | | X | | |
| AETNA INC NEW | COM | 00817Y108 | 421 | 10,635 | SH | | X | | |
| AFFILIATED MANAGERS GROUP | COM | 8252108 | 355 | 2,884 | SH | | X | | |
| AIR PRODS & CHEMS INC | COM | 9158106 | 580 | 7,019 | SH | | X | | |
| ALLERGAN INC | COM | 18490102 | 420 | 4,591 | SH | | X | | |
| ALTRIA GROUP INC | COM | 02209S103 | 884 | 26,462 | SH | | X | | |
| ALTRIA GROUP INC | COM | 02209S103 | 33 | 996 | SH | | X | | |
| AMERICAN ELEC PWR INC | COM | 25537101 | 212 | 4,822 | SH | | X | | |
| AMERICAN ELEC PWR INC | COM | 25537101 | 9 | 213 | SH | | X | | |

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| | | | | | | |
|----------------------------|---------------|-----------|--------|---------|----|---|
| AMERICAN EXPRESS CO | COM | 25816109 | 750 | 13,194 | SH | X |
| AMETEK INC NEW | COM | 31100100 | 316 | 8,913 | SH | X |
| AMGEN INC | COM | 31162100 | 593 | 7,038 | SH | X |
| ANCESTRY COM INC | COM | 32803108 | 213 | 7,076 | SH | X |
| APACHE CORP | COM | 37411105 | 261 | 3,022 | SH | X |
| APPLE INC | COM | 37833100 | 1,558 | 2,335 | SH | X |
| APPLIED MATLS INC | COM | 38222105 | 305 | 27,305 | SH | X |
| ARCHER DANIELS MIDLAND CO | COM | 39483102 | 450 | 16,551 | SH | X |
| ASTRAZENECA PLC | SPONSORED ADR | 46353108 | 772 | 16,128 | SH | X |
| ASTRAZENECA PLC | SPONSORED ADR | 46353108 | 36 | 759 | SH | X |
| ATMEL CORP | COM | 49513104 | 80 | 15,189 | SH | X |
| AUTODESK INC | COM | 52769106 | 242 | 7,250 | SH | X |
| BCE INC | COM NEW | 05534B760 | 490 | 11,157 | SH | X |
| BCE INC | COM NEW | 05534B760 | 33 | 753 | SH | X |
| BP PLC | SPONSORED ADR | 55622104 | 214 | 5,050 | SH | X |
| BP PLC | SPONSORED ADR | 55622104 | 119 | 2,800 | SH | X |
| BANCORPSOUTH INC | COM | 59692103 | 13,108 | 889,309 | SH | X |
| BANCORPSOUTH INC | COM | 59692103 | 127 | 8,600 | SH | X |
| BANK OF THE OZARKS INC | COM | 63904106 | 4,140 | 120,102 | SH | X |
| BAXTER INTL INC | COM | 71813109 | 757 | 12,557 | SH | X |
| BAYER A G | SPONSORED ADR | 72730302 | 209 | 2,436 | SH | X |
| BED BATH & BEYOND INC | COM | 75896100 | 214 | 3,401 | SH | X |
| BERKSHIRE HATHAWAY INC DEL | CL B NEW | 84670702 | 915 | 10,371 | SH | X |
| BRISTOL MYERS SQUIBB CO | COM | 110122108 | 610 | 18,074 | SH | X |
| BRISTOL MYERS SQUIBB CO | COM | 110122108 | 30 | 878 | SH | X |
| CVS CAREMARK CORPORATION | COM | 126650100 | 433 | 8,938 | SH | X |
| CATERPILLAR INC DEL | COM | 149123101 | 431 | 5,004 | SH | X |
| CELGENE CORP | COM | 151020104 | 598 | 7,829 | SH | X |
| CENTURYLINK INC | COM | 156700106 | 523 | 12,943 | SH | X |
| CENTURYLINK INC | COM | 156700106 | 33 | 817 | SH | X |
| CHEVRON CORP NEW | COM | 166764100 | 2,247 | 19,278 | SH | X |
| CHEVRON CORP NEW | COM | 166764100 | 849 | 7,280 | SH | X |
| CITIZENS HLDG CO MISS | COM | 174715102 | 3,060 | 158,987 | SH | X |
| 1CITRIX SYS INC | COM | 177376100 | 353 | 4,608 | SH | X |
| COACH INC | COM | 189754104 | 239 | 4,271 | SH | X |

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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) |
| COCA COLA CO | COM | 191216100 | 707 | 18,637 | SH | | X | | |
| COCA COLA CO | COM | 191216100 | 373 | 9,830 | SH | | X | | |
| COLGATE PALMOLIVE CO | COM | 194162103 | 296 | 2,762 | SH | | X | | |
| COLUMBIA ACORN TR | INTL SELECT Z | 197199763 | 414 | 13,676 | SH | | X | | |
| COLUMBIA FDS SER TR | LARGCAP VAL Z | 19765H149 | 543 | 46,016 | SH | | X | | |
| COLUMBIA FDS SER TR | MARS GRWTH Z | 19765H180 | 753 | 32,394 | SH | | X | | |
| COLUMBIA FDS SER TR | INTL VAL CL Z | 19765H586 | 135 | 10,605 | SH | | X | | |
| COLUMBIA FDS SER TR | SMALL COS Z | 19765J723 | 163 | 12,512 | SH | | X | | |
| COLUMBIA FDS SER TR | SMLCP VAL II Z | 19765J764 | 174 | 11,757 | SH | | X | | |
| COLUMBIA FDS SER TR I | MIDCP GWTH Z | 19765P232 | 218 | 7,879 | SH | | X | | |
| COMPANHIA ENERGETICA DE MINA | SP ADRN-V PFD | 204409601 | 131 | 10,805 | SH | | X | | |

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| | | | | | | |
|-------------------------|------------------|-----------|--------|-----------|----|---|
| CONCHO RES INC | COM | 20605P101 | 341 | 3,604 | SH | X |
| CONCUR TECHNOLOGIES INC | COM | 206708109 | 246 | 3,337 | SH | X |
| CONOCOPHILLIPS | COM | 20825C104 | 770 | 13,460 | SH | X |
| CONOCOPHILLIPS | COM | 20825C104 | 32 | 555 | SH | X |
| CORNING INC | COM | 219350105 | 312 | 23,764 | SH | X |
| CUMMINS INC | COM | 231021106 | 274 | 2,971 | SH | X |
| DWS VALUE SER INC | SMCP VALF INST | 23338F754 | 15,088 | 412,473 | SH | X |
| DWS VALUE SER INC | SMCP VALF INST | 23338F754 | 133 | 3,627 | SH | X |
| DANAHER CORP DEL | COM | 235851102 | 429 | 7,771 | SH | X |
| DEERE & CO | COM | 244199105 | 894 | 10,840 | SH | X |
| DELTIC TIMBER CORP | COM | 247850100 | 413 | 6,324 | SH | X |
| DELTIC TIMBER CORP | COM | 247850100 | 21,047 | 322,504 | SH | X |
| DENBURY RES INC | COM NEW | 247916208 | 193 | 11,948 | SH | X |
| DEVON ENERGY CORP NEW | COM | 25179M103 | 341 | 5,632 | SH | X |
| DIAGEO P L C | SPON ADR NEW | 25243Q205 | 261 | 2,319 | SH | X |
| DODGE & COX STK FD | COM | 256219106 | 30,324 | 254,953 | SH | X |
| DODGE & COX STK FD | COM | 256219106 | 279 | 2,342 | SH | X |
| DOLLAR TREE INC | COM | 256746108 | 645 | 13,352 | SH | X |
| DOMINION RES INC VA NEW | COM | 25746U109 | 292 | 5,523 | SH | X |
| DOMINION RES INC VA NEW | COM | 25746U109 | 9 | 170 | SH | X |
| DUKE ENERGY CORP NEW | COM NEW | 26441C204 | 670 | 10,334 | SH | X |
| DUKE ENERGY CORP NEW | COM NEW | 26441C204 | 26 | 403 | SH | X |
| E M C CORP MASS | COM | 268648102 | 572 | 20,972 | SH | X |
| ERHC ENERGY INC | COM | 26884J104 | 1 | 10,000 | SH | X |
| EATON CORP | COM | 278058102 | 286 | 6,040 | SH | X |
| EMERSON ELEC CO | COM | 291011104 | 325 | 6,737 | SH | X |
| EXELON CORP | COM | 30161N101 | 318 | 8,940 | SH | X |
| EXELON CORP | COM | 30161N101 | 24 | 669 | SH | X |
| EXPRESS SCRIPTS HLDG CO | COM | 30219G108 | 1,242 | 19,833 | SH | X |
| EXXON MOBIL CORP | COM | 30231G102 | 5,057 | 55,298 | SH | X |
| EXXON MOBIL CORP | COM | 30231G102 | 1,265 | 13,830 | SH | X |
| F M C CORP | COM NEW | 302491303 | 218 | 3,932 | SH | X |
| FEDERATED EQUITY FDS | INTRCON TL INST | 314172461 | 17,569 | 374,280 | SH | X |
| FEDERATED EQUITY FDS | INTRCON TL INST | 314172461 | 146 | 3,119 | SH | X |
| FEDERATED EQUITY FDS | STRG VAL DV INST | 314172560 | 238 | 46,469 | SH | X |
| FIDELITY CONTRAFUND INC | NEW INSIGHTS I | 316071604 | 45,596 | 1,936,945 | SH | X |
| FIDELITY CONTRAFUND INC | NEW INSIGHTS I | 316071604 | 405 | 17,193 | SH | X |
| FIRSTENERGY CORP | COM | 337932107 | 201 | 4,557 | SH | X |
| GAZPROM O A O | SPON ADR | 368287207 | 149 | 14,686 | SH | X |
| GENERAL ELECTRIC CO | COM | 369604103 | 645 | 28,416 | SH | X |
| GENERAL MLS INC | COM | 370334104 | 253 | 6,360 | SH | X |
| GILEAD SCIENCES INC | COM | 375558103 | 476 | 7,181 | SH | X |
| GLAXOSMITHKLINE PLC | SPONSORED ADR | 37733W105 | 544 | 11,773 | SH | X |
| GLAXOSMITHKLINE PLC | SPONSORED ADR | 37733W105 | 36 | 779 | SH | X |

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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) |
| GOOGLE INC | CL A | 38259P508 | 375 | 497 | SH | | X | | |
| GROUPE CGI INC | CL A SU B VTG | 39945C109 | 233 | 8,659 | SH | | X | | |

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| | | | | | | |
|-------------------------------|-----------------|-----------|--------|-----------|----|---|
| RESTER ENTERPRISES LP 5% INT | | 404005993 | 216 | 1 | SH | X |
| 1RESTER ENTERPRISES LP 8% INT | | 405002999 | 346 | 1 | SH | X |
| HALLIBURTON CO | COM | 406216101 | 501 | 14,865 | SH | X |
| RESTER ENTERPRISES LP 8% INT | | 407000991 | 346 | 1 | SH | X |
| DAVIS FAMILY HOLDINGS LP | | 419002993 | 617 | 0 | SH | X |
| HEINZ H J CO | COM | 423074103 | 600 | 10,725 | SH | X |
| HEINZ H J CO | COM | 423074103 | 32 | 577 | SH | X |
| HESS CORP | COM | 42809H107 | 239 | 4,442 | SH | X |
| KEY COLONY | | 430004994 | 792 | 1 | SH | X |
| JOHNSTON ENTERPRISES, L.P. | | 432004992 | 1,380 | 54 | SH | X |
| GURDON TIMBER LTD 36.494% | | 434002994 | 342 | 1 | SH | X |
| WOODLAND HILLS LIMITED PARTN | | 435001995 | 205 | 25 | SH | X |
| SUNNYDALE LIMITED PARTNER SHI | | 436001994 | 1,462 | 82 | SH | X |
| WEH PROPERTIES LIMITED PARTN | | 436002992 | 381 | 80 | SH | X |
| CRICKET LIMITED PARTNERSHIP | | 436003990 | 848 | 28 | SH | X |
| MCM TIMBER 3.021% INTEREST | | 438002990 | 233 | 1 | SH | X |
| MCM TIMBER 3.020% INTEREST | | 438003998 | 233 | 1 | SH | X |
| HONEYWELL INTL INC | COM | 438516106 | 467 | 7,819 | SH | X |
| OAK GROVE LAND CO, L.P. 1 2.5 | | 440000990 | 219 | 2 | SH | X |
| REED HOLDINGS PARTNERSHIP, L | | 441002995 | 1,239 | 68 | SH | X |
| HOSPIRA INC | COM | 441060100 | 239 | 7,286 | SH | X |
| HOSPIRA INC | COM | 441060100 | 13 | 400 | SH | X |
| CABEARK, LP 35.4444% INTERES | | 443003991 | 1,414 | 1 | SH | X |
| DCT OPERATING PARTNERSHIP | | 443004999 | 526 | 75,518 | SH | X |
| CABEARK, LP 63.5556% INTERES | | 444003990 | 2,496 | 1 | SH | X |
| CABE-LONG PROPERTIES, LTD | | 444005995 | 266 | 4 | SH | X |
| MCMILLON PROPERTIES L/P | | 445000995 | 2,141 | 96 | SH | X |
| CABE-LONG PROPERTIES, LTD | | 445001993 | 1,472 | 4 | SH | X |
| CABE-LONG PROPERTIES, LTD | | 445003999 | 1,749 | 1 | SH | X |
| INTEREST IN | | 448005991 | 4,177 | 15 | SH | X |
| TALL PINES, LLC | | 449001999 | 971 | 50 | SH | X |
| DONOVAN INVESTMENTS, LLC | | 449003995 | 4,811 | 99 | SH | X |
| TPH ENERGY EQUITY FUND LP | | 450005996 | 818 | 1 | SH | X |
| LONGENECKER EQUITY II, LLC | | 451000996 | 3,949 | 99 | SH | X |
| DTL, SR., L.P | | 452002991 | 7,905 | 53 | SH | X |
| 10.0% INTEREST IN MCM TIMBER | | 452005994 | 1,531 | 2 | SH | X |
| ILLINOIS TOOL WKS INC | COM | 452308109 | 311 | 5,233 | SH | X |
| TRISTON & COMPANY, LLC | | 453001992 | 243 | 90 | SH | X |
| INTEL CORP | COM | 458140100 | 624 | 27,537 | SH | X |
| INTEL CORP | COM | 458140100 | 72 | 3,200 | SH | X |
| INTERCONTINENTALEXCHANGE INC | COM | 45865V100 | 428 | 3,205 | SH | X |
| INTERNATIONAL BUSINESS MACHS | COM | 459200101 | 1,350 | 6,506 | SH | X |
| INTUITIVE SURGICAL INC | COM NEW | 46120E602 | 264 | 532 | SH | X |
| INVESTMENT CO AMER | CL A | 461308108 | 1,018 | 33,202 | SH | X |
| ISHARES TR | MSCI EM ERG MKT | 464287234 | 268 | 6,483 | SH | X |
| ISHARES TR | MSCI AC WI EX | 464288240 | 2,538 | 64,439 | SH | X |
| JPMORGAN CHASE & CO | COM | 46625H100 | 359 | 8,868 | SH | X |
| JPMORGAN CHASE & CO | COM | 46625H100 | 79 | 1,956 | SH | X |
| JANUS INVT FD | GLOBAL SEL FDT | 471023648 | 108 | 11,525 | SH | X |
| JOHN HANCOCK FDS III | DISC VAL MCP I | 47803W406 | 30,787 | 2,401,482 | SH | X |
| JOHN HANCOCK FDS III | DISC VAL MCP I | 47803W406 | 325 | 25,356 | SH | X |
| JOHNSON & JOHNSON | COM | 478160104 | 1,514 | 21,977 | SH | X |
| JOHNSON & JOHNSON | COM | 478160104 | 409 | 5,934 | SH | X |

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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) |
| JOHNSON CTLS INC | COM | 478366107 | 240 | 8,752 | SH | | X | | |
| KBR INC | COM | 48242W106 | 454 | 15,210 | SH | | X | | |
| KIMBERLY CLARK CORP | COM | 494368103 | 481 | 5,604 | SH | | X | | |
| KIMBERLY CLARK CORP | COM | 494368103 | 19 | 227 | SH | | X | | |
| KINGFISHER PLC | SPON ADR PAR | 495724403 | 164 | 19,236 | SH | | X | | |
| KRAFT FOODS INC | CL A | 50075N104 | 258 | 6,228 | SH | | X | | |
| LKQ CORP | COM | 501889208 | 195 | 10,578 | SH | | X | | |
| LILLY ELI & CO | COM | 532457108 | 655 | 13,814 | SH | | X | | |
| LILLY ELI & CO | COM | 532457108 | 74 | 1,559 | SH | | X | | |
| LONGLEAF PARTNERS FDS TR | SH BEN INT | 543069108 | 267 | 8,853 | SH | | X | | |
| MANULIFE FINL CORP | COM | 56501R106 | 144 | 11,945 | SH | | X | | |
| MCDONALDS CORP | COM | 580135101 | 584 | 6,364 | SH | | X | | |
| MCDONALDS CORP | COM | 580135101 | 8 | 91 | SH | | X | | |
| MEDNAX INC | COM | 58502B106 | 247 | 3,316 | SH | | X | | |
| MEDTRONIC INC | COM | 585055106 | 477 | 11,065 | SH | | X | | |
| MERCK & CO INC NEW | COM | 58933Y105 | 713 | 15,801 | SH | | X | | |
| MERCK & CO INC NEW | COM | 58933Y105 | 31 | 698 | SH | | X | | |
| METLIFE INC | COM | 59156R108 | 320 | 9,283 | SH | | X | | |
| MICROSOFT CORP | COM | 594918104 | 1,128 | 37,899 | SH | | X | | |
| MONTGOMERY EXPLORATION | | 601A5Z991 | 211 | 1 | SH | | X | | |
| MOSAIC CO NEW | COM | 61945C103 | 549 | 9,523 | SH | | X | | |
| MURPHY OIL CORP | COM | 626717102 | 4,320 | 80,464 | SH | | X | | |
| MURPHY OIL CORP | COM | 626717102 | 292,233 | 5,442,967 | SH | | X | | |
| MUTUAL SER FD INC | SHS FD CL Z | 628380107 | 356 | 15,836 | SH | | X | | |
| MUTUAL SER FD INC | BEACON FD Z | 628380305 | 176 | 13,366 | SH | | X | | |
| MUTUAL SER FD INC | GBL DIS CVR FDZ | 628380404 | 47,728 | 1,590,388 | SH | | X | | |
| MUTUAL SER FD INC | GBL DIS CVR FDZ | 628380404 | 392 | 13,068 | SH | | X | | |
| NYSE EURONEXT | COM | 629491101 | 323 | 13,097 | SH | | X | | |
| NATIONAL GRID PLC | SPON ADR NEW | 636274300 | 552 | 9,966 | SH | | X | | |
| NATIONAL GRID PLC | SPON ADR NEW | 636274300 | 36 | 655 | SH | | X | | |
| NATIONAL OILWELL VARCO INC | COM | 637071101 | 296 | 3,692 | SH | | X | | |
| NETAPP INC | COM | 64110D104 | 435 | 13,216 | SH | | X | | |
| NEW PERSPECTIVE FD INC | COM | 648018109 | 567 | 18,697 | SH | | X | | |
| NORDSTROM INC | COM | 655664100 | 361 | 6,540 | SH | | X | | |
| NORFOLK SOUTHERN CORP | COM | 655844108 | 441 | 6,938 | SH | | X | | |
| OGX PETROLEO E GAS PART SA | SPONS ADR | 670849108 | 76 | 24,916 | SH | | X | | |
| O REILLY AUTOMOTIVE INC NEW | COM | 67103H107 | 774 | 9,254 | SH | | X | | |
| OCCIDENTAL PETE CORP DEL | COM | 674599105 | 476 | 5,530 | SH | | X | | |
| ON SEMICONDUCTOR CORP | COM | 682189105 | 232 | 37,515 | SH | | X | | |
| ORACLE CORP | COM | 68389X105 | 462 | 14,676 | SH | | X | | |
| PDL BIOPHARMA INC | COM | 69329Y104 | 168 | 21,800 | SH | | X | | |
| PPL CORP | COM | 69351T106 | 274 | 9,439 | SH | | X | | |
| PPL CORP | COM | 69351T106 | 18 | 616 | SH | | X | | |
| PALL CORP | COM | 696429307 | 205 | 3,232 | SH | | X | | |
| PEPSICO INC | COM | 713448108 | 810 | 11,447 | SH | | X | | |
| PEPSICO INC | COM | 713448108 | 87 | 1,223 | SH | | X | | |
| PFIZER INC | COM | 717081103 | 312 | 12,575 | SH | | X | | |
| PFIZER INC | COM | 717081103 | 35 | 1,420 | SH | | X | | |
| PHILIP MORRIS INTL INC | COM | 718172109 | 924 | 10,268 | SH | | X | | |
| PHILIP MORRIS INTL INC | COM | 718172109 | 14 | 159 | SH | | X | | |
| POTASH CORP SASK INC | COM | 73755L107 | 580 | 13,352 | SH | | X | | |
| PRAXAIR INC | COM | 74005P104 | 265 | 2,555 | SH | | X | | |
| PRECISION CASTPARTS CORP | COM | 740189105 | 561 | 3,432 | SH | | X | | |
| PRICE T ROWE GROUP INC | COM | 74144T108 | 765 | 12,082 | SH | | X | | |
| PRICE T ROWE GROWTH STK F D I | COM | 741479109 | 30,571 | 799,242 | SH | | X | | |

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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) |
| PRICE T ROWE GROWTH STK F D I | COM | 741479109 | 333 | 8,696 | SH | | X | | |
| PRICELINE COM INC | COM NEW | 741503403 | 326 | 527 | SH | | X | | |
| PROCTER & GAMBLE CO | COM | 742718109 | 2,428 | 35,001 | SH | | X | | |
| PROCTER & GAMBLE CO | COM | 742718109 | 426 | 6,139 | SH | | X | | |
| PRUDENTIAL FINL INC | COM | 744320102 | 339 | 6,220 | SH | | X | | |
| QUALCOMM INC | COM | 747525103 | 493 | 7,884 | SH | | X | | |
| RED HAT INC | COM | 756577102 | 220 | 3,869 | SH | | X | | |
| REGIONS FINANCIAL CORP NEW | COM | 7591EP100 | 238 | 33,071 | SH | | X | | |
| RENASANT CORP | COM | 7.60E+111 | 1,006 | 51,333 | SH | | X | | |
| REYNOLDS AMERICAN INC | COM | 761713106 | 395 | 9,103 | SH | | X | | |
| REYNOLDS AMERICAN INC | COM | 761713106 | 25 | 587 | SH | | X | | |
| ROWE T PRICE EQUITY INCOME F | SH BEN INT | 779547108 | 44,617 | 1,708,801 | SH | | X | | |
| ROWE T PRICE EQUITY INCOME F | SH BEN INT | 779547108 | 399 | 15,271 | SH | | X | | |
| 1ROWE T PRICE MID-CAP GROWTH | COM | 779556109 | 30,183 | 510,805 | SH | | X | | |
| ROWE T PRICE MID-CAP GROWTH | COM | 779556109 | 278 | 4,704 | SH | | X | | |
| ROYAL DUTCH SHELL PLC | SPON ADR B | 780259107 | 601 | 8,428 | SH | | X | | |
| ROYAL DUTCH SHELL PLC | SPON ADR B | 780259107 | 143 | 2,007 | SH | | X | | |
| ROYAL DUTCH SHELL PLC | SPONS ADR A | 780259206 | 524 | 7,554 | SH | | X | | |
| ROYAL DUTCH SHELL PLC | SPONS ADR A | 780259206 | 225 | 3,237 | SH | | X | | |
| ROYCE FD | PENN MUT INV | 780905840 | 17,428 | 1,479,457 | SH | | X | | |
| ROYCE FD | PENN MUT INV | 780905840 | 144 | 12,202 | SH | | X | | |
| SPDR GOLD TRUST | GOLD SHS | 78463V107 | 252 | 1,464 | SH | | X | | |
| SCHLUMBERGER LTD | COM | 806857108 | 269 | 3,713 | SH | | X | | |
| SHERWIN WILLIAMS CO | COM | 824348106 | 482 | 3,235 | SH | | X | | |
| SIMMONS 1ST NATL CORP | CL A \$1 PAR | 828730200 | 287 | 11,766 | SH | | X | | |
| SOUTHERN CO | COM | 842587107 | 3,317 | 71,968 | SH | | X | | |
| SOUTHERN CO | COM | 842587107 | 250 | 5,414 | SH | | X | | |
| STRYKER CORP | COM | 863667101 | 450 | 8,092 | SH | | X | | |
| TJX COS INC NEW | COM | 872540109 | 548 | 12,234 | SH | | X | | |
| TARGET CORP | COM | 8.76E+110 | 785 | 12,370 | SH | | X | | |
| TEVA PHARMACEUTICAL INDS LTD | ADR | 881624209 | 240 | 5,805 | SH | | X | | |
| TIFFANY & CO | NEW COM | 886547108 | 291 | 4,697 | SH | | X | | |
| TOTAL S A | SPONSORED ADR | 8.92E+113 | 554 | 11,054 | SH | | X | | |
| TOTAL S A | SPONSORED ADR | 8.92E+113 | 31 | 617 | SH | | X | | |
| TRIMBLE NAVIGATION LTD | COM | 896239100 | 330 | 6,928 | SH | | X | | |
| TRUSTMARK CORP | COM | 898402102 | 1,384 | 56,856 | SH | | X | | |
| UNILEVER PLC | SPON ADR NEW | 904767704 | 292 | 7,984 | SH | | X | | |
| UNILEVER PLC | SPON ADR NEW | 904767704 | 19 | 522 | SH | | X | | |
| UNILEVER N V | N Y SHS NEW | 904784709 | 311 | 8,752 | SH | | X | | |
| UNION PAC CORP | COM | 907818108 | 294 | 2,476 | SH | | X | | |
| UNION PAC CORP | COM | 907818108 | 380 | 3,200 | SH | | X | | |
| UNITED TECHNOLOGIES CORP | COM | 913017109 | 274 | 3,497 | SH | | X | | |
| V F CORP | COM | 918204108 | 699 | 4,388 | SH | | X | | |
| VANGUARD WORLD FD | MEGA CAP INDEX | 921910873 | 5,564 | 112,285 | SH | | X | | |
| VANGUARD INDEX FDS | 500 PORTFOLIO | 922908108 | 113 | 851 | SH | | X | | |
| VANGUARD INDEX FDS | 500 PORTFOLIO | 922908108 | 106 | 795 | SH | | X | | |

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|----------------------------|---------------|-----------|-------|--------|----|---|
| VANGUARD INDEX FDS | MID CAP ETF | 922908629 | 3,029 | 37,327 | SH | X |
| VANGUARD INDEX FDS | SMALL CAP ETF | 922908751 | 1,920 | 23,963 | SH | X |
| VERIZON COMMUNICATIONS INC | COM | 92343V104 | 928 | 20,370 | SH | X |
| VERIZON COMMUNICATIONS INC | COM | 92343V104 | 73 | 1,595 | SH | X |
| VISA INC | COM CL A | 92826C839 | 424 | 3,161 | SH | X |
| VODAFONE GROUP PLC NEW | SPONS ADR NEW | 92857W209 | 915 | 32,106 | SH | X |
| VODAFONE GROUP PLC NEW | SPONS ADR NEW | 92857W209 | 46 | 1,618 | SH | X |
| WAL-MART STORES INC | COM | 931142103 | 1,500 | 20,320 | SH | X |
| WASHINGTON MUT INVS FD INC | COM | 939330106 | 940 | 30,030 | SH | X |

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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) |
| WESTERN UN CO | COM | 959802109 | 493 | 27,068 | SH | | X | | |
| WINDSTREAM CORP | COM | 97381W104 | 100 | 9,878 | SH | | X | | |
| WINDSTREAM CORP | COM | 97381W104 | 7 | 649 | SH | | X | | |
| YUM BRANDS INC | COM | 988498101 | 913 | 13,761 | SH | | X | | |
| FINAL TOTALS | | | 805,547 | | | | | | |
| FORM 13F INFORMATION TABLE ENTRY TOTAL | | | 279 | | | | | | |

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