

RENASANT CORP
Form 4
October 31, 2008

FORM 4

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

OMB APPROVAL

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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 *
LIVINGSTON HAROLD H

(Last) (First) (Middle)

P. O. BOX 709

(Street)

TUPELO, MS 38802

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
RENASANT CORP [RNST]

3. Date of Earliest Transaction
(Month/Day/Year)
10/28/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

Sr. Executive Vice President

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (D) Price | | | |
| Common Stock | 10/28/2008 | | S | 3,000 D \$ 19.99 | 1,315 | D | |
| Common Stock | | | | | 9,545.542 | D | |
| Common Stock | | | | | 2,063.376 | I | spouse IRA |
| Common Stock | | | | | 15,063 | D | |
| Common Stock | | | | | 1,109.234 | D | |

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Common
Stock
(Restricted) 1,500 D

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. Price of Derivative Security (Instr. 3) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Phantom Stock | (1) | | | | | (1) | (1) | Common | 523.89 |
| Stock Option (Right to Buy) | \$ 15.64 | | | | | (2) | 01/01/2012 | Common | 7,875 |
| Stock Option (Right to Buy) | \$ 18.77 | | | | | (2) | 01/01/2013 | Common | 7,875 |
| Stock Option (Right to Buy) | \$ 22.23 | | | | | (2) | 01/01/2014 | Common | 7,875 |
| Stock Option (Right to Buy) | \$ 22.77 | | | | | (2) | 01/01/2015 | Common | 7,875 |
| Stock Option (Right to Buy) | \$ 21.93 | | | | | (2) | 01/01/2016 | Common | 5,000 |

Buy)

Stock

| | | | | | |
|-----------------------------|----------|-----|------------|--------|-------|
| Option (Right to Buy) | \$ 30.63 | (2) | 01/01/2017 | Common | 2,500 |
|-----------------------------|----------|-----|------------|--------|-------|

Stock

| | | | | | |
|-----------------------------|----------|-----|------------|--------|-------|
| Option (Right to Buy) | \$ 17.63 | (2) | 01/01/2018 | Common | 7,500 |
|-----------------------------|----------|-----|------------|--------|-------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| LIVINGSTON HAROLD H P. O. BOX 709 TUPELO, MS 38802 | | | Sr. Executive Vice President | |

Signatures

Harold

Livingston

10/31/2008

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).

The phantom stock units are accrued under the Renasant DSU Plan. The units are settled 100% in the Company's common stock upon the

(1) reporting person's retirement or upon approved hardship reasons. The conversion price is one phantom stock unit for one share of the Company's common stock. Dividends are paid quarterly and reinvested on the phantom stock.

(2) Beginning with the issue date, equal installments of 33 1/3 of the option shares granted will be available for exercise upon completion of one, two and three years of service measured from date of grant, respectively. The options expire ten (10) years from the grant date.

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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