

LIVINGSTON HAROLD H
 Form 4
 February 03, 2009

FORM 4

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

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).

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)
 01/27/2009

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	01/27/2009		S	2,432 D \$ 11.9 0		D	
Common Stock	01/27/2009		S	7,500 D \$ 12.86 4,008.21		I	IRA
Common Stock					2,063.376	I	spouse IRA
Common Stock					14,889.308	I	401K
Common Stock (Restricted)					1,500	D	

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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. Pr Deriv Secur (Instr	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock	<u>(1)</u>					<u>(1)</u>	<u>(1)</u>	Common	616.61
Stock Option (Right to Buy)	\$ 15.64					01/01/2005	01/01/2012	Common	7,875
Stock Option (Right to Buy)	\$ 18.77					01/01/2006	01/01/2013	Common	7,875
Stock Option (Right to Buy)	\$ 22.23					01/01/2007	01/01/2014	Common	7,875
Stock Option (Right to Buy)	\$ 22.77					01/01/2008	01/01/2015	Common	7,875
Stock Option (Right to Buy)	\$ 21.93					01/01/2009	01/01/2016	Common	7,500
Stock Option (Right to	\$ 30.63					<u>(2)</u>	01/01/2017	Common	7,500

Buy)					
Stock					
Option	\$ 17.63		(2)	01/01/2018	Common 7,500
(Right to Buy)					
Stock					
Option	\$ 17.03		(2)	01/01/2019	Common 7,500
(Right to Buy)					

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	02/03/2009
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**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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