

ENTERGY MISSISSIPPI INC
Form FWP
June 09, 2009

**Filed Pursuant to Rule 433
Registration No. 333-159164
June 9, 2009**

ENTERGY MISSISSIPPI, INC.

\$150,000,000

**First Mortgage Bonds,
6.64% Series due July 1, 2019**

Final Terms and Conditions

June 9, 2009

Issuer:	Entergy Mississippi, Inc.
Market Type:	First Mortgage Bonds (SEC Registered)
Expected Ratings⁽¹⁾:	Baa2 (stable outlook) by Moody's Investors Service A- (negative outlook) by Standard & Poor's Ratings Services
Trade Date:	June 9, 2009
Settlement Date (T+3):	June 12, 2009
Principal Amount:	\$150,000,000
Coupon:	6.640%
Coupon Payment Dates:	January 1 and July 1 of each year
First Payment Date:	January 1, 2010
Final Maturity:	July 1, 2019
Redemption Provisions:	Make-whole call at any time at a discount rate of Treasury plus 50 bps
UST Benchmark:	3.125% due May 15, 2019
Spread to UST Benchmark:	+ 280 bps
Treasury Price:	94 - 02+

Treasury Yield:	3.848%
Re-offer Yield:	6.648%
Issue Price to Public:	99.936%
Joint Book-Running Managers:	Goldman, Sachs & Co. Scotia Capital (USA) Inc.
Co-Manager:	BNY Mellon Capital Markets, LLC
CUSIP / ISIN:	29364N AP3 / US29364NAP33

¹ A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time. The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC website at www.sec.gov.

Alternatively, a copy of the prospectus for the offering can be obtained by calling (i) Goldman, Sachs & Co. toll free at 1-866-471-2526, or (ii) Scotia Capital USA) Inc. toll free at 1-800-372-3930.