

TRUSTMARK CORP
Form 4
August 02, 2006

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 *
LAMBIOTTE LARRY L

(Last) (First) (Middle)
1543 HAINING ROAD
(Street)

VICKSBURG, MS 39180

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
TRUSTMARK CORP [TRMK]

3. Date of Earliest Transaction
(Month/Day/Year)
08/02/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director
____ Officer (give title below) Other (specify below)
Director of Subsidiary

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
common	08/02/2006		M		\$ 18.0621	16,400	D
common	08/02/2006		M		\$ 21.682	17,400	D
common	08/02/2006		M		\$ 25.4569	19,400	D
common	08/02/2006		M		\$ 24.09	20,900	D
common	08/02/2006		M		\$ 27.3	21,900	D
common	08/02/2006		M		\$ 28.28	22,300	D

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. Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 18.0621	08/02/2006		M	1,000	<u>(1)</u> 05/09/2010	common	1,000
Employee Stock Option (Right to Buy)	\$ 21.682	08/02/2006		M	1,000	<u>(2)</u> 05/08/2011	common	1,000
Employee Stock Option (Right to Buy)	\$ 25.4569	08/02/2006		M	2,000	<u>(3)</u> 04/09/2012	common	2,000
Employee Stock Option (Right to Buy)	\$ 24.09	08/02/2006		M	1,500	<u>(4)</u> 04/15/2013	common	1,500
Employee Stock Option (Right to Buy)	\$ 27.3	08/02/2006		M	1,000	<u>(5)</u> 04/20/2014	common	1,000
Employee Stock Option	\$ 28.28	08/02/2006		M	400	<u>(6)</u> 05/10/2012	common	400

(Right to
Buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LAMBIOTTE LARRY L 1543 HAINING ROAD VICKSBURG, MS 39180				Director of Subsidiary

Signatures

Larry L. Lambiotte by: T. Harris Collier, III,
POA 08/02/2006

__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).
- (1) The option vests in four (4) equal installments beginning May 9, 2001.
- (2) The option vests in four (4) equal installments beginning May 8, 2002.
- (3) The option vests in four (4) equal installments beginning April 9, 2003.
- (4) The option vests in four (4) equal installments beginning April 15, 2004.
- (5) The option vests in four (4) equal installments beginning April 20, 2005.
- (6) The option vests in five (5) equal installments beginning May 10, 2006.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.