TRUSTMARK CORP

Form 4

August 24, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations

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

1(b).

(Print or Type Responses)

may continue.

See Instruction

1. Name and Addre LENOIR JAME		ng Person *	2. Issuer Name and Ticker or Trading Symbol TRUSTMARK CORP [TRMK]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last) (First) (Middle)			3. Date of Earliest Transaction	(Check all applicable)		
P. O. BOX 291			(Month/Day/Year) 08/23/2006	Director 10% Owner Officer (give titleX Other (specify below) Wholly Owned Subsidiary		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
JACKSON, MS	39205		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(61)	(0)	(T)				

(City)	(State)	(Zip) Tab	le I - Non-	Derivativ	e Secu	rities Acqui	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired (A) Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)	(Instr. 4)	
common	08/23/2006		M	5,500	A	\$ 22.7812	7,500	D	
common	08/23/2006		S	5,500	D	\$ 31.96	2,000	D	
common	08/23/2006		M	7,500	A	\$ 18.0621	9,500	D	
common	08/23/2006		S	7,500	D	\$ 31.96	2,000	D	
common	08/23/2006		M	7,500	A	\$ 21.682	9,500	D	
common	08/23/2006		S	7,500	D	\$ 31.96	2,000	D	
common	08/23/2006		M	6,500	A	\$	8,500	D	

25.4569

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common	08/23/2006	S	6,500	D	\$ 31.96	2,000	D
common	08/23/2006	M	4,875	A	\$ 24.09	6,875	D
common	08/23/2006	S	4,875	D	\$ 31.96	2,000	D
common	08/23/2006	M	3,750	A	\$ 27.3	5,750	D
common	08/23/2006	S	3,750	D	\$ 31.96	2,000	D
common	08/23/2006	M	2,500	A	\$ 28.28	4,500	D
common	08/23/2006	S	2,500	D	\$ 31.96	2,000	D

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

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SEC 1474 (9-02)

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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. Transactic Code (Instr. 8)	Secu Acqu (A) (Disp (D)	or cosed of r. 3, 4,	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 22.7812	08/23/2006		M		5,500	<u>(1)</u>	05/11/2009	common	5,500
Employee Stock Option (Right to Buy)	\$ 18.0621	08/23/2006		M		7,500	(2)	05/09/2010	common	7,500
Employee Stock Option (Right to Buy)	\$ 21.682	08/23/2006		M		7,500	(3)	05/08/2011	common	7,500
	\$ 25.4569	08/23/2006		M		6,500	<u>(4)</u>	04/09/2012	common	6,500

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Employee Stock Option (Right to Buy)							
Employee Stock Option (Right to Buy)	\$ 24.09	08/23/2006	M	4,875	<u>(5)</u>	04/15/2013 common	4,875
Employee Stock Option (Right to Buy)	\$ 27.3	08/23/2006	M	3,750	<u>(6)</u>	04/20/2014 common	3,750
Employee Stock Option (Right to Buy)	\$ 28.28	08/23/2006	M	2,500	<u>(7)</u>	05/10/2012 common	2,500

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			

LENOIR JAMES S P. O. BOX 291 JACKSON, MS 39205

Wholly Owned Subsidiary

Signatures

James S. Lenoir by: T. Harris Collier, III, POA 08/24/2006

**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 vested in four equal installments beginning May 11, 2000.
- (2) The option vested in four equal installments beginning May 9, 2001.
- (3) The option vested in four equal installments beginning May 8, 2002.
- (4) The option vested in four equal installments beginning April 9, 2003.
- (5) The option vested in four equal installments beginning April 15, 2004.
- (6) The option vested in four equal installments beginning April 20, 2005.
- (7) The option vested in five 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.

Reporting Owners 3

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