

Tyler Breck W
 Form 4
 February 20, 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 *
 Tyler Breck W

(Last) (First) (Middle)

P. O. BOX 291

(Street)

JACKSON, MS 39205

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/18/2009

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)
 Executive Officer of

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)
common ⁽¹⁾	02/18/2009		A	V	3,000	A	\$ 0 15,354 ⁽³⁾ D
common	02/18/2009		F		1,246	D	\$ 17.58 14,108 ⁽³⁾ D
common ⁽²⁾	02/18/2009		A		2,025	A	\$ 0 16,133 ⁽³⁾ 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)

Table with columns: 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. 5), 9. Number of Derivative Securities Owned Beneficially (Instr. 5), 10. Derivative Security Follows (Instr. 5), 11. Date of Transaction (Instr. 5), 12. Date of Issuance (Instr. 5), 13. Date of Expiration (Instr. 5), 14. Title (Instr. 5), 15. Amount or Number of Shares (Instr. 5)

Reporting Owners

Table with columns: Reporting Owner Name / Address, Relationships (Director, 10% Owner, Officer, Other)

Signatures

Breck W. Tyler by: T. Harris Collier, III, POA 02/20/2009

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).
Reflects 100% vesting of performance based restricted stock award granted 2/1/06 under the Trustmark Corporation 2005 Stock and Incentive Compensation Plan (the Plan). The performance period for the award ended 12/31/08 & vesting of the award was certified by Trustmark's Human Resources Committee (the Committee) on 2/18/09.
(1) Reflects 100% vesting of performance based restricted stock award granted 2/1/06 under the Trustmark Corporation 2005 Stock and Incentive Compensation Plan (the Plan). The performance period for the award ended 12/31/08 & vesting of the award was certified by Trustmark's Human Resources Committee (the Committee) on 2/18/09.
(2) Reflects vesting in excess of 67.5% of performance based restricted stock award granted on 2/1/06 under the Plan, as certified by the Committee on 2/18/09. These shares are restricted until 12/31/2011.
(3) 500 shares owned indirectly by spouse

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.