

MCGRAW EDWARD ROBINSON
 Form 4
 January 04, 2007

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 *
 MCGRAW EDWARD ROBINSON

2. Issuer Name and Ticker or Trading Symbol
 RENASANT CORP [RNST]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 01/01/2007

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman and CEO

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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	(A) or (D)	Price		
Common Stock (Restricted Stock Grant)	01/01/2007		A		7,500 ⁽³⁾	A	(4) 7,500	D	
Common Stock (Restroclted Stock Grant)					7,500 ⁽⁵⁾			D	
Common Stock					6,622 ⁽⁵⁾			D	
					12,483 ⁽⁵⁾	I			By IRA

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Common Stock						
Common Stock		12,925.947 <u>(5)</u>	I			By 401K
Common Stock		598.02 <u>(5)</u>	I			Cust. for Son

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 Underlying Securities (Instr. 3 and 4)	Amount Number Shares
				Code V (A) (D)		Date Exercisable Expiration Date	Title	
Employee Stock Option (Right to buy)	\$ 30.63 <u>(1)</u>	01/01/2007		A	22,500	<u>(2)</u> <u>(2)</u>	Common Stock	32
Employee Stock Option (Right to buy)	\$ 8.47 <u>(1)</u>					01/01/2002 <u>(7)</u> 01/01/2011	Common Stock	8.4
Employee Stock Option (Right to buy)	\$ 15.65 <u>(1)</u>					01/01/2003 <u>(7)</u> 01/01/2012	Common Stock	15.
Employee Stock Option (Right to buy)	\$ 18.77 <u>(1)</u>					01/01/2004 <u>(7)</u> 01/01/2013	Common Stock	18.
						01/01/2005 <u>(7)</u> 01/01/2014		22.

Employee Stock Option (Right to buy)	\$ 22.23 <u>(1)</u>				Common Stock	
Employee Stock Option (Right to buy)	\$ 22.77 <u>(1)</u>	01/01/2006 ⁽⁷⁾	01/01/2015		Common Stock	22.
Employee Stock Option (Right to buy)	\$ 21.93 <u>(1)</u>	01/01/2007 ⁽⁷⁾	01/01/2016		Common Stock	21.
Phantom Stock ⁽⁶⁾	<u>(6)</u>	<u>(6)</u>	<u>(6)</u>		Common Stock	1,43

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCGRAW EDWARD ROBINSON	X		Chairman and CEO	

Signatures

E. Robinson
McGraw

01/04/2007

**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 conversion or exercise price is one for one.
- (2) Equal installments of 33 1/3 of the option shares granted will be available for exercise upon completion of one, two, and three years service measured from January 1, 2007, respectively. The options expire ten 10 years from the grant date.

This is the target amount of a performance based restricted stock grant available at the end of the 2007 Performance Cycle if certain performance criteria is met. Any adjustments to the Target Award (whether an increase or decrease) will be reported at the time of the actual determination of performance as compared to the applicable threshold, target and maximum Performance Objectives. In no event, however, will the number of shares awarded exceed 150% of the number of shares of the target award.
- (3) Share Price will be the closing price of the common stock on the day stock is issued.
- (4) The number of shares reflects stock splits since the initial grant.
- (6) The phantom stock units are accrued under the Rneasant DSU Plan The units are settled 100% in the Company's common stock upon the reporting person's reitremet or upon approved hardship reasons. The conversion price is one phantom stock unit for one share of the

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Company's common stock.

- (7) Beginning with this date. Equal installments of $33 \frac{1}{3}$ of the option shares granted will be available for exercise upon completion of one, two, and three years 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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