

RENASANT CORP  
Form 4  
February 05, 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 \*  
**MATHEWS LARRY R**

(Last) (First) (Middle)  
  
1323 STRATFORD ROAD SE  
  
(Street)

DECATUR, AL 35601

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
**02/01/2007**

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)  
**Sr. Executive Vice President**

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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  |                                | (A) or (D) Code V Amount (D) Price                                |   |  |  |
| Common Stock                    | 02/01/2007                           |  | D                              | 261 <sup>(4)</sup> A \$ 30.63                                     | 1,989   | D  |  |
| Common Stock (Restricted Stock) |                                      |  |                                |   | 2,250 <sup>(1)</sup>  | D  |  |
| Common Stock                    |                                      |  |                                |   | 30,409  | I  | Owner of Business                          |

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

**Persons who respond to the collection of information contained in this form are not**

SEC 1474 (9-02)

required to respond unless the form displays a currently valid OMB control number.

**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)       | \$ 30.63   |                                      |  |                                |   | 01/01/2008 <sup>(3)</sup> 01/01/2017                     | Common Stock  | 7,500                         |
| Employee Stock Option (Right to buy)       | \$ 21.93   |                                      |  |                                |   | 01/01/2007 <sup>(3)</sup> 01/01/2016                     | Common Stock  | 7,500                         |
| Phantom Stock                              | <u>(2)</u>   |                                      |  |                                |   | <u>(2)</u> <u>(2)</u>                                    | Common Stock  | 885.1 <u>(2)</u>              |

## Reporting Owners

| Reporting Owner Name / Address                                 | Relationships |           |                              |       |
|--|---------------|-----------|------------------------------|-------|
|  | Director      | 10% Owner | Officer                      | Other |
| MATHEWS LARRY R<br>1323 STRATFORD ROAD SE<br>DECATUR, AL 35601 |               |           | Sr. Executive Vice President |       |

## Signatures

Larry R. Mathews 02/05/2007

\*\*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).

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. The share price will be determined on the last business day prior to the end of the performance cycle.

(1) The phantom stock units are accrued under the Renasant DSU Plan. The units are settled 100% in the Company's common stock upon the reporting person's retirement or upon approved hardship reasons. The conversion price is one phantom stock unit for one share of the Company's common stock.

(2) Beginning with this date, 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 date of grant, respectively. The options expire ten 10 years from the grant date.

(3) This is the adjustment to the target amount of the 2006 performance based restricted stock grant previously reported.

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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