RENASANT CORP Form 4

May 16, 2007

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

2. Issuer Name and Ticker or Trading

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

WAYCASTE	Symbol	ANT COI	RP [RNS	T]		(Check all applicable)				
(Last) 2808 ST. ANI	(Month/Da	3. Date of Earliest Transaction (Month/Day/Year) 05/15/2007				Director 10% Owner Selfow) Sr Exec Vice President				
BELDEN, MS	(Street) S 38826		ndment, Dat th/Day/Year)	e Original			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State) (Z	Table	I - Non-De	erivative S	ecuri	ties Acqu	ired, 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)	Code (Instr. 8)	4. Securi on(A) or D (Instr. 3,	ispose	d of (D)	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 Beneficial Ownership (Instr. 4)	
Stock							2,177	D		
Common Stock (Restricted)							2,250	D		
Common Stock	05/15/2007		P	2,148	A	\$ 22.68	10,998.77	I	By 401(K)	
Reminder: Repor	t on a separate line fo	or each class of secur	rities benefic	cially owne	ed dire	ectly or in	directly.			

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SEC 1474

(9-02)

OMB APPROVAL

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January 31,

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5. Relationship of Reporting Person(s) to

Estimated average

burden hours per

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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)	5. onNumber 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock	<u>(2)</u>					(2)	(2)	Common Stock	85.46
Stock Options (Right to Buy)	\$ 15.65					01/01/2003(3)	01/01/2012(3)	Common Stock	7,875
Stock Options (Right to Buy)	\$ 18.77					01/01/2004(3)	01/01/2013(3)	Common Stock	7,875
Stock Options (Right to Buy)	\$ 22.23					01/01/2005(3)	01/01/2014(3)	Common Stock	7,875
Stock Options (Right to Buy)	\$ 22.77					01/01/2006(3)	01/01/2015(3)	Common Stock	7,875
Stock Options (Right to Buy)	\$ 21.93					01/01/2007(3)	01/01/2016(3)	Common Stock	7,500
Stock Options (Right to Buy)	\$ 30.63					01/01/2008(3)	01/01/2017(3)	Common Stock	7,500

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

WAYCASTER C MITCHELL Sr Exec 2808 ST. ANDREWS DR Vice BELDEN, MS 38826 President

Signatures

C Mitchell Waycaster 05/16/2007

**Signature of Date
Reporting Person

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 performance cycle if certain performance criteria is met. Any adjustments to the target award will be reported at the time of the actual determination of performance as

- (1) compared to the applicable threshold, target and maximum performance objectives. In no event, however, will the number of shares awarded wxceed 150% of the number of shares of the target award. Share price will be determined on the last business day prior to the end of the performance cycle.
- The phantom stock units are accrued under the Renasant DSU Plan. The units are settled 100 % in the Company's common stock upon the (2) 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.
- (3) Beginning with the issue 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 of service measured from date of grant, respectively. The opions 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. 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.

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