

RENASANT CORP
Form 4
January 17, 2008

FORM 4

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

OMB APPROVAL

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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)
01/15/2008

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 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (D) | Price |
| Common Stock | | | | | 26,398 | I | Owner of Summit, LLC |
| Common Stock (Restricted) | | | | | 2,250 ⁽¹⁾ | D | |
| Common Stock (Restricted) | 01/15/2008 | | A | | 1,500 ⁽¹⁾ | D | \$ 17.63 |

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

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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 of Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Employee Stock Option (Right to Buy) | \$ 21.93 | | | | | 01/01/2007 ⁽³⁾ 01/01/2016 ⁽³⁾ | Common Stock 7, |
| Employee Stock Option (Right to Buy) | \$ 30.63 | | | | | 01/01/2008 ⁽³⁾ 01/01/2017 ⁽³⁾ | Common Stock 7, |
| Employee Stock Option (Right to Buy) | \$ 11.13 | | | | | 01/01/2005 ⁽³⁾ 12/17/2012 ⁽³⁾ | Common Stock 36 |
| Phantom Stock | ⁽²⁾ | | | | | ⁽²⁾ ⁽²⁾ | Common Stock 3,1 |
| Employee Stock Option (Right to Buy) | \$ 17.63 | 01/15/2008 | | A | 7,500 | 01/01/2009 ⁽³⁾ 01/01/2018 ⁽³⁾ | Common Stock 7, |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other
Executive Vice President

MATHEWS LARRY R
1323 STRATFORD ROAD SE
DECATUR, AL 35601

Signatures

Larry Mathews 01/17/2008

**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 if certain criteria is met. Any adjustment to the target award will be reported at the time of the actual determination of performance as compared to the applicable threshold, target and maximum

(1) 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 at the close of business on 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 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. 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.