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BANCORPSOUTH INC
Form 13F-HR
May 06, 2013

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON D.C. 20549

FORM 13F

FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: March 31, 2013

Check here if Amendment [] ; Amendment Number:

This Amendment (Check only one): [] is a restatement
[] adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: BancorpSouth Inc.
Address: One Mississippi Plaza
201 South Spring Street
Tupelo MS 38804

Form 13F File Number: 28-10453

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists and tables are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: Cathy S. Freeman
Title: Executive Vice President and Corporate Secretary
Phone: (662) 680-2084

Signature Place and Date of Signing:

/s/ Cathy S. Freeman -----	Tupelo Mississippi -----	May 3, 2013 -----
[Signature]	[City State]	[Date]

Report Type (Check only one.):

- [X] 13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report.)
- [] 13F NOTICE. (Check here if no holdings reported are in this report and all holdings are reported by other reporting manager(s).)
- [] 13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

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List of Other Managers Reporting for this Manager: None.

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FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 1
 Form 13F Information Table Entry Total: 272
 Form 13F Information Table Value Total: 882,171

 (thousands)

LIST OF OTHER INCLUDED MANAGERS:

Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional investment managers with respect to which this report is filed other than the manager filing this report.

No.	Form 13F File Number	Name
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1	28-10939	BancorpSouth Bank

NAME OF ISSUER	TITLE OF CLASS	CUSIP	MKT VAL x 1000	SHARES/ PRN Amt	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETIO			
							SOLE (A)	SHR (B)	OTH (C)	O M
-----							----	----	----	----
EATON CORP PLC	SHS	G29183103	466	7,605	SH		X			
PARTNERRE LTD	COM	G6852T105	493	5,290	SH		X			
WILLIS GROUP HOLDINGS PUBLIC	SHS	G96666105	310	7,850	SH		X			
ACE LTD	SHS	H0023R105	361	4,063	SH		X			
CHECK POINT SOFTWARE TECH LT	ORD	M22465104	482	10,265	SH		X			
AERCAP HOLDINGS NV	SHS	N00985106	183	11,849	SH		X			
FLEXTRONICS INTL LTD	ORD	Y2573F102	812	120,046	SH		X			
AT&T INC	COM	00206R102	1,687	45,970	SH		X			
AT&T INC	COM	00206R102	248	6,752	SH					X
ABBOTT LABS	COM	002824100	507	14,359	SH		X			
ABBOTT LABS	COM	002824100	141	4,000	SH					X
ABBVIE INC	COM	00287Y109	627	15,374	SH		X			
ABBVIE INC	COM	00287Y109	204	5,008	SH					X
AETNA INC NEW	COM	00817Y108	494	9,662	SH		X			
AFFILIATED MANAGERS GROUP	COM	008252108	410	2,668	SH		X			
AIR PRODS & CHEMS INC	COM	009158106	611	7,019	SH		X			
ALLIANZ SE	SP ADR									
	1/10 SH	018805101	158	11,634	SH		X			
ALTERA CORP	COM	021441100	249	7,034	SH		X			
ALTRIA GROUP INC	COM	02209S103	996	28,958	SH		X			
ALTRIA GROUP INC	COM	02209S103	57	1,653	SH					X
AMERICAN ELEC PWR INC	COM	025537101	260	5,351	SH		X			

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AMERICAN ELEC PWR INC	COM	025537101	17	353	SH					X
AMERICAN EXPRESS CO	COM	025816109	833	12,350	SH		X			
AMETEK INC NEW	COM	031100100	512	11,804	SH		X			
AMGEN INC	COM	031162100	721	7,038	SH		X			
APPLE INC	COM	037833100	1,342	3,032	SH		X			
ASTRAZENECA PLC	SPONSORED									
	ADR	046353108	898	17,963	SH		X			
ASTRAZENECA PLC	SPONSORED									
	ADR	046353108	63	1,260	SH					X
ATRION CORP	COM	049904105	434	2,262	SH		X			
AUTODESK INC	COM	052769106	299	7,250	SH		X			
BCE INC	COM NEW	05534B760	434	9,304	SH		X			
BCE INC	COM NEW	05534B760	28	599	SH					X
BP PLC	SPONSORED									
	ADR	055622104	539	12,736	SH		X			
BP PLC	SPONSORED									
	ADR	055622104	156	3,688	SH					X
BANCORPSOUTH INC	COM	059692103	13,043	800,158	SH		X			
BANCORPSOUTH INC	COM	059692103	140	8,600	SH					X
BANK OF THE OZARKS INC	COM	063904106	2,867	64,636	SH		X			
BAXTER INTL INC	COM	071813109	913	12,565	SH		X			
BED BATH & BEYOND INC	COM	075896100	230	3,578	SH		X			
BERKSHIRE HATHAWAY INC DEL	CL B NEW	084670702	1,084	10,400	SH		X			
BRISTOL MYERS SQUIBB CO	COM	110122108	773	18,758	SH		X			
BRISTOL MYERS SQUIBB CO	COM	110122108	60	1,451	SH					X
CVS CAREMARK CORPORATION	COM	126650100	406	7,376	SH		X			
CAPITAL ONE FINL CORP	COM	14040H105	463	8,423	SH		X			

INVESTMENT DISCRETIO

NAME OF ISSUER	TITLE OF CLASS	CUSIP	MKT VAL x 1000	SHARES/ PRN Amt	SH/ PUT/ CALL	SOLE (A)	SHR (B)	OTH (C)	O M
CARNIVAL CORP	PAIRED CTF	143658300	379	11,040	SH	X			
CATERPILLAR INC DEL	COM	149123101	435	5,004	SH	X			
CELGENE CORP	COM	151020104	985	8,494	SH	X			
CERNER CORP	COM	156782104	406	4,286	SH	X			
CHEVRON CORP NEW	COM	166764100	1,889	15,901	SH	X			
CHEVRON CORP NEW	COM	166764100	871	7,329	SH				X
CHICAGO BRIDGE & IRON CO N	SH								
V N Y REGISTRY		167250109	223	3,588	SH	X			
CHURCH & DWIGHT INC	COM	171340102	303	4,685	SH	X			
CITIZENS HLDG CO MISS	COM	174715102	3,148	158,987	SH	X			
1CITRIX SYS INC	COM	177376100	255	3,536	SH	X			
COCA COLA CO	COM	191216100	727	17,968	SH	X			
COCA COLA CO	COM	191216100	404	9,981	SH				X
COLGATE PALMOLIVE CO	COM	194162103	326	2,762	SH	X			
COLUMBIA ACORN TR	INTL								
	SELECT Z	197199763	365	13,676	SH	X			
COLUMBIA FDS SER TR	LARGCAP								
	VAL Z	19765H149	609	46,016	SH	X			
COLUMBIA FDS SER TR	MARS GRWTH								
	Z	19765H180	816	32,394	SH	X			
COLUMBIA FDS SER TR	SMLCP VAL								
	II Z	19765J764	199	11,757	SH	X			

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COLUMBIA FDS SER TR I	MIDCP GWTH Z	19765P232	229	7,879	SH	X		
COMPANHIA ENERGETICA DE MINA	SP ADR N-V PFD	204409601	153	12,912	SH	X		
COMPANHIA PARANAENSE ENERG C	SPON ADR PFD	20441B407	160	10,340	SH	X		
CONOCOPHILLIPS	COM	20825C104	867	14,423	SH	X		
CONOCOPHILLIPS	COM	20825C104	55	918	SH			X
DWS VALUE SER INC	SMCP VALF INST	23338F754	9,184	222,048	SH	X		
DWS VALUE SER INC	SMCP VALF INST	23338F754	86	2,069	SH			X
DANAHER CORP DEL	COM	235851102	532	8,565	SH	X		
DARDEN RESTAURANTS INC	COM	237194105	425	8,220	SH	X		
DEERE & CO	COM	244199105	718	8,346	SH	X		
DELTIC TIMBER CORP	COM	247850100	435	6,324	SH	X		
DELTIC TIMBER CORP	COM	247850100	19,140	278,527	SH			X
DENBURY RES INC	COM NEW	247916208	239	12,841	SH	X		
DEVON ENERGY CORP NEW	COM	25179M103	454	8,054	SH	X		
DIAGEO P L C	SPON ADR NEW	25243Q205	274	2,180	SH	X		
DODGE & COX STK FD	COM	256219106	31,203	230,039	SH	X		
DODGE & COX STK FD	COM	256219106	280	2,066	SH			X
DOLLAR TREE INC	COM	256746108	482	9,958	SH	X		
DOMINION RES INC VA NEW	COM	25746U109	462	7,937	SH	X		
DOMINION RES INC VA NEW	COM	25746U109	31	538	SH			X
DOW CHEM CO	COM	260543103	431	13,537	SH	X		
DUKE ENERGY CORP NEW	COM NEW	26441C204	858	11,822	SH	X		
DUKE ENERGY CORP NEW	COM NEW	26441C204	58	802	SH			X

INVESTMENT DISCRETIO

NAME OF ISSUER	TITLE OF CLASS	CUSIP	MKT VAL x 1000	SHARES/ PRN Amt	SH/ PUT/ PRN CALL	SOLE (A)	SHR (B)	OTH (C)	O M
E M C CORP MASS	COM	268648102	349	14,627	SH	X			
ERHC ENERGY INC	COM	26884J104	1	10,000	SH	X			
ECOLAB INC	COM	278865100	303	3,785	SH	X			
EMERSON ELEC CO	COM	291011104	376	6,737	SH	X			
EXPRESS SCRIPTS HLDG CO	COM	30219G108	1,080	18,744	SH	X			
EXXON MOBIL CORP	COM	30231G102	4,636	51,452	SH	X			
EXXON MOBIL CORP	COM	30231G102	1,246	13,830	SH			X	
FEDERATED EQUITY FDS	INTRCONTL INST	314172461	17,852	354,761	SH	X			
FEDERATED EQUITY FDS	INTRCONTL INST	314172461	144	2,859	SH			X	
FEDERATED EQUITY FDS	STRG VAL DV INST	314172560	487	90,028	SH	X			
FIDELITY CONTRAFUND INC	NEW INSIGHTS I	316071604	62,518	2,488,757	SH	X			
FIDELITY CONTRAFUND INC	NEW INSIGHTS I	316071604	554	22,034	SH			X	
FORD MTR CO DEL	COM PAR \$0.01	345370860	557	42,372	SH	X			
GAZPROM O A O	SPON ADR	368287207	146	17,025	SH	X			

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GENERAL ELECTRIC CO	COM	369604103	556	24,065	SH	X	
GENERAL MLS INC	COM	370334104	314	6,360	SH	X	
GILEAD SCIENCES INC	COM	375558103	492	10,053	SH	X	
GLAXOSMITHKLINE PLC	SPONSORED						
	ADR	37733W105	610	12,995	SH	X	
GLAXOSMITHKLINE PLC	SPONSORED						
	ADR	37733W105	61	1,290	SH		X
GOLDMAN SACHS GROUP INC	COM	38141G104	236	1,607	SH	X	
GOLDMAN SACHS TR	SATL STRTG						
	SVC	38145L406	100	12,159	SH	X	
GOOGLE INC	CL A	38259P508	918	1,156	SH	X	
RESTER ENTERPRISES LP 5% INT		404005993	222	1	SH	X	
HSBC HLDGS PLC	SPON ADR						
	NEW	404280406	266	4,995	SH	X	
RESTER ENTERPRISES LP 8% INT		405002999	356	1	SH	X	
HALLIBURTON CO	COM	406216101	512	12,669	SH	X	
RESTER ENTERPRISES LP 8% INT		407000991	356	1	SH	X	
DAVIS FAMILY HOLDINGS LP		419002993	617	0	SH	X	
HEINZ H J CO	COM	423074103	204	2,816	SH	X	
1KEY COLONY		430004994	1,073	1	SH		X
JOHNSTON ENTERPRISES, L.P.		432004992	1,380	54	SH	X	
GURDON TIMBER LTD 36.494%		434002994	342	1	SH	X	
WOODLAND HILLS LIMITED PARTN		435001995	205	25	SH	X	
SUNNYDALE LIMITED PARTNERSHI		436001994	1,558	88	SH	X	
WEH PROPERTIES LIMITED PARTN		436002992	410	86	SH	X	
CRICKET LIMITED PARTNERSHIP		436003990	848	28	SH	X	
MCM TIMBER 3.021% INTEREST		438002990	233	1	SH	X	
MCM TIMBER 3.020% INTEREST		438003998	233	1	SH	X	
HONEYWELL INTL INC	COM	438516106	558	7,407	SH	X	
OAK GROVE LAND CO, L.P. 12.5		440000990	219	2	SH	X	
REED HOLDINGS PARTNERSHIP, L		441002995	1,239	68	SH	X	

INVESTMENT DISCRETIO

NAME OF ISSUER	TITLE OF CLASS	CUSIP	MKT VAL x 1000	SHARES/ PRN Amt	SH/ PUT/ PRN CALL	SOLE (A)	SHR (B)	OTH (C)	O M
MCCULLOCH PARTNERS, LTD 9.59		443000997	329	5	SH	X			
CABEARK, LP 35.4444% INTERES		443003991	1,414	1	SH	X			
DCT OPERATING PARTNERSHIP		443004999	526	75,518	SH	X			
CABEARK, LP 63.5556% INTERES		444003990	2,496	1	SH	X			
CABE-LONG PROPERTIES, LTD		444005995	266	4	SH	X			
MCMILLON PROPERTIES L/P		445000995	2,060	96	SH	X			
CABE-LONG PROPERTIES, LTD		445001993	1,472	4	SH	X			
CABE-LONG PROPERTIES, LTD		445003999	1,749	1	SH	X			
INTEREST IN L.D. HANCOCK CO		448005991	7,798	16	SH	X			
TALL PINES, LLC		449001999	971	50	SH	X			
DONOVAN INVESTMENTS, LLC		449003995	4,811	99	SH	X			
TPH ENERGY EQUITY FUND LP		450005996	764	1	SH			X	
LONGENECKER EQUITY II, LLC		451000996	3,949	99	SH			X	
DTL, SR., L.P		452002991	7,905	53	SH	X			
10.0% INTEREST IN MCM TIMBER		452005994	1,531	2	SH	X			
ILLINOIS TOOL WKS INC	COM	452308109	388	6,371	SH	X			
TRISTON & COMPANY, LLC		453001992	243	90	SH			X	
INTEL CORP	COM	458140100	559	25,579	SH	X			

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INTEL CORP	COM	458140100	70	3,200	SH						X
INTERCONTINENTALEXCHANGE INC	COM	45865V100	385	2,359	SH		X				
INTERNATIONAL BUSINESS MACHS	COM	459200101	1,200	5,627	SH		X				
INTUITIVE SURGICAL INC	COM NEW	46120E602	324	660	SH		X				
INVESTMENT CO AMER	CL A	461308108	1,119	34,101	SH		X				
ISHARES TR	MSCI ACWI										
	EX	464288240	3,468	80,910	SH		X				
JPMORGAN CHASE & CO	COM	46625H100	432	9,092	SH		X				
JPMORGAN CHASE & CO	COM	46625H100	93	1,956	SH						X
JANUS INVT FD	GLOBAL SEL										
	FD T	471023648	124	11,525	SH		X				
JOHN HANCOCK FDS III	DISC VAL										
	MCP I	47803W406	20,081	1,343,185	SH		X				
JOHN HANCOCK FDS III	DISC VAL										
	MCP I	47803W406	227	15,182	SH						X
JOHNSON & JOHNSON	COM	478160104	2,221	27,243	SH		X				
JOHNSON & JOHNSON	COM	478160104	501	6,148	SH						X
KBR INC	COM	48242W106	579	18,045	SH		X				
KIMBERLY CLARK CORP	COM	494368103	550	5,615	SH		X				
KIMBERLY CLARK CORP	COM	494368103	37	377	SH						X
KINGFISHER PLC	SPON ADR										
	PAR	495724403	156	17,800	SH		X				
KRAFT FOODS GROUP INC	COM	50076Q106	620	12,040	SH		X				
KRAFT FOODS GROUP INC	COM	50076Q106	48	922	SH						X
LILLY ELI & CO	COM	532457108	647	11,395	SH		X				
LILLY ELI & CO	COM	532457108	94	1,649	SH						X
LINKEDIN CORP	COM CL A	53578A108	358	2,031	SH		X				
LONGLEAF PARTNERS FDS TR	SH BEN INT	543069108	265	8,990	SH		X				
LORILLARD INC	COM	544147101	211	5,236	SH		X				
LORILLARD INC	COM	544147101	23	559	SH						X
LOWES COS INC	COM	548661107	241	6,365	SH		X				
MANULIFE FINL CORP	COM	56501R106	261	17,705	SH		X				
MARRIOTT INTL INC NEW	CL A	571903202	337	7,974	SH		X				

INVESTMENT DISCRETIO

NAME OF ISSUER	TITLE OF CLASS	CUSIP	MKT VAL x 1000	SHARES/ PRN Amt	SH/ PUT/ PRN CALL	SOLE (A)	SHR (B)	OTH (C)	O M
MCDONALDS CORP	COM	580135101	824	8,264	SH	X			
MCDONALDS CORP	COM	580135101	38	383	SH				X
1MEAD JOHNSON NUTRITION CO	COM	582839106	315	4,067	SH	X			
MERCK & CO INC NEW	COM	58933Y105	800	18,102	SH	X			
MERCK & CO INC NEW	COM	58933Y105	62	1,404	SH				X
METLIFE INC	COM	59156R108	348	9,163	SH	X			
MICROSOFT CORP	COM	594918104	1,580	55,237	SH	X			
MONTGOMERY EXPLORATION		601A5Z991	211	1	SH	X			
MONDELEZ INTL INC	CL A	609207105	301	9,829	SH	X			
MOSAIC CO NEW	COM	61945C103	633	10,618	SH	X			
DONOVAN JOINT VENTURE		621201219	300	60	SH				X
MURPHY OIL CORP	COM	626717102	5,319	83,464	SH	X			
MURPHY OIL CORP	COM	626717102	348,792	5,472,967	SH				X
MUTUAL SER FD INC	GBL DISCVR								
	FD Z	628380404	51,571	1,663,569	SH	X			
MUTUAL SER FD INC	GBL DISCVR								

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NATIONAL GRID PLC	FD Z	628380404	388	12,519	SH							X
	SPON ADR											
	NEW	636274300	638	11,004	SH		X					
NATIONAL GRID PLC	SPON ADR											
	NEW	636274300	64	1,103	SH							X
NATIONAL OILWELL VARCO INC	COM	637071101	386	5,455	SH		X					
NETAPP INC	COM	64110D104	226	6,624	SH		X					
NETEASE INC	SPONSORED											
	ADR	64110W102	216	3,944	SH		X					
NEW PERSPECTIVE FD INC	COM	648018109	627	18,896	SH		X					
NORDSTROM INC	COM	655664100	328	5,940	SH		X					
NORFOLK SOUTHERN CORP	COM	655844108	690	8,951	SH		X					
O REILLY AUTOMOTIVE INC NEW	COM	67103H107	869	8,481	SH		X					
OCCIDENTAL PETE CORP DEL	COM	674599105	664	8,473	SH		X					
ON SEMICONDUCTOR CORP	COM	682189105	424	51,274	SH		X					
ORACLE CORP	COM	68389X105	460	14,229	SH		X					
PDL BIOPHARMA INC	COM	69329Y104	159	21,800	SH							X
PPL CORP	COM	69351T106	372	11,872	SH		X					
PPL CORP	COM	69351T106	39	1,243	SH							X
PEPSICO INC	COM	713448108	964	12,187	SH		X					
PEPSICO INC	COM	713448108	103	1,302	SH							X
PFIZER INC	COM	717081103	358	12,391	SH		X					
PFIZER INC	COM	717081103	41	1,420	SH							X
PHILIP MORRIS INTL INC	COM	718172109	910	9,820	SH		X					
PHILIP MORRIS INTL INC	COM	718172109	24	261	SH							X
POTASH CORP SASK INC	COM	73755L107	332	8,450	SH		X					
PRAXAIR INC	COM	74005P104	328	2,940	SH		X					
PRECISION CASTPARTS CORP	COM	740189105	626	3,299	SH		X					
PRICE T ROWE GROUP INC	COM	74144T108	539	7,196	SH		X					
PRICE T ROWE GROWTH STK FD I	COM	741479109	28,585	702,333	SH		X					
PRICE T ROWE GROWTH STK FD I	COM	741479109	321	7,877	SH							X
PRICELINE COM INC	COM NEW	741503403	301	438	SH		X					
PROCTER & GAMBLE CO	COM	742718109	2,742	35,583	SH		X					
PROCTER & GAMBLE CO	COM	742718109	480	6,231	SH		X					X
PRUDENTIAL FINL INC	COM	744320102	466	7,906	SH		X					

INVESTMENT DISCRETIO

NAME OF ISSUER	TITLE OF CLASS	CUSIP	MKT VAL x 1000	SHARES/ PRN Amt	SH/ PRN CALL	PUT/ CALL	SOLE (A)	SHR (B)	OTH (C)	O M	INVESTMENT DISCRETIO	
											---	---
QUALCOMM INC	COM	747525103	661	9,868	SH		X					
REGIONS FINL CORP NEW	COM	7591EP100	720	87,932	SH		X					
RENASANT CORP	COM	75970E107	1,149	51,333	SH		X					
REYNOLDS AMERICAN INC	COM	761713106	516	11,603	SH		X					
REYNOLDS AMERICAN INC	COM	761713106	53	1,191	SH							X
ROCKWELL AUTOMATION INC	COM	773903109	373	4,315	SH		X					
ROWE T PRICE EQUITY INCOME F	SH BEN INT	779547108	65,314	2,230,673	SH		X					
ROWE T PRICE EQUITY INCOME F	SH BEN INT	779547108	570	19,469	SH							X
ROWE T PRICE MID-CAP GROWTH	COM	779556109	19,148	303,025	SH		X					
ROWE T PRICE MID-CAP GROWTH	COM	779556109	169	2,678	SH							X
ROYAL DUTCH	SHELL PLC											
	SPON ADR B	780259107	690	10,321	SH		X					
ROYAL DUTCH	SHELL PLC											
	SPON ADR B	780259107	161	2,404	SH							X

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ROYAL DUTCH	SHELL PLC									
	SPONS ADR A	780259206	554	8,509	SH		X			
ROYAL DUTCH	SHELL PLC									
	SPONS ADR A	780259206	211	3,237	SH					X
ROYCE FD	PENN MUT									
	INV	780905840	9,369	739,454	SH		X			
ROYCE FD	PENN MUT									
	INV	780905840	82	6,451	SH					X
1SALLY BEAUTY HLDGS INC	COM	79546E104	358	12,194	SH		X			
SCHLUMBERGER LTD	COM	806857108	306	4,084	SH		X			
SHERWIN WILLIAMS CO	COM	824348106	546	3,235	SH		X			
SIMMONS 1ST NATL CORP	CL A \$1 PAR	828730200	268	10,566	SH		X			
SOUTHERN CO	COM	842587107	3,721	79,315	SH		X			
SOUTHERN CO	COM	842587107	277	5,897	SH					X
SOUTHWESTERN ENERGY CO	COM	845467109	213	5,730	SH		X			
STANLEY BLACK & DECKER INC	COM	854502101	308	3,807	SH		X			
STRYKER CORP	COM	863667101	515	7,892	SH		X			
SUPERIOR ENERGY SVCS INC	COM	868157108	407	15,673	SH		X			
SYMANTEC CORP	COM	871503108	680	27,572	SH		X			
TJX COS INC NEW	COM	872540109	652	13,952	SH		X			
TARGET CORP	COM	87612E106	710	10,376	SH		X			
3M CO	COM	88579Y101	204	1,918	SH		X			
TIFFANY & CO NEW	COM	886547108	240	3,454	SH		X			
TOTAL S A	SPONSORED									
	ADR	89151E109	558	11,620	SH		X			
TOTAL S A	SPONSORED									
	ADR	89151E109	56	1,161	SH					X
TRIMBLE NAVIGATION LTD	COM	896239100	399	13,302	SH		X			
TRUSTMARK CORP	COM	898402102	1,300	51,962	SH		X			
USA TRUCK INC	COM	902925106	86	17,445	SH		X			
UNION PAC CORP	COM	907818108	446	3,130	SH		X			
UNION PAC CORP	COM	907818108	456	3,200	SH					X
UNITED TECHNOLOGIES CORP	COM	913017109	380	4,062	SH		X			
V F CORP	COM	918204108	757	4,515	SH		X			
VALERO ENERGY CORP NEW	COM	91913Y100	604	13,279	SH		X			
VANGUARD WORLD FD	MEGA CAP									
	INDEX	921910873	8,674	162,017	SH		X			

INVESTMENT DISCRETIO

NAME OF ISSUER	TITLE OF CLASS	CUSIP	MKT VAL x 1000	SHARES/ PRN Amt	SH/ PUT/ PRN CALL	SOLE (A)	SHR (B)	OTH (C)	O M
VANGUARD INDEX FDS	MID CAP ETF	922908629	2,997	32,267	SH	X			
VANGUARD INDEX FDS	SMALL CP								
	ETF	922908751	1,786	19,590	SH	X			
VERIZON COMMUNICATIONS INC	COM	92343V104	970	19,736	SH	X			
VERIZON COMMUNICATIONS INC	COM	92343V104	104	2,121	SH				X
VISA INC	COM CL A	92826C839	616	3,624	SH		X		
VODAFONE GROUP PLC NEW	SPONS ADR								
	NEW	92857W209	1,164	40,976	SH		X		
VODAFONE GROUP PLC NEW	SPONS ADR								
	NEW	92857W209	74	2,606	SH				X
WUXI PHARMATECH CAYMAN INC	SPONS ADR								
	SHS	929352102	172	10,034	SH		X		

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WAL-MART STORES INC	COM	931142103	1,467	19,600	SH	X	
WASHINGTON MUT INVS FD INC	COM	939330106	1,035	30,400	SH	X	
WINDSTREAM CORP	COM	97381W104	84	10,543	SH	X	
WINDSTREAM CORP	COM	97381W104	9	1,076	SH		X
YUM BRANDS INC	COM	988498101	691	9,611	SH	X	
FINAL TOTALS				882,171			
FORM 13F INFORMATION TABLE ENTRY TOTAL			272				