

RAINEY WILLIAM O
Form 4
October 25, 2004

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 *
RAINEY WILLIAM O

2. Issuer Name and Ticker or Trading Symbol
TRUSTMARK CORP [TRMK]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
10/22/2004

____ Director _____ 10% Owner
____ Officer (give title below) Other (specify below)

Wholly Owned Subsidiary

P. O. BOX 291

(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

JACKSON, MS 39205

(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 or Price		
common	10/22/2004		M		\$ 22.5625	34,751	D
common	10/22/2004		S		\$ 31.505	29,751	D
common	10/22/2004		M		\$ 22.7812	35,251	D
common	10/22/2004		S		\$ 31.505	29,751	D
common	10/22/2004		M		\$ 25.4569	33,001	D
common	10/22/2004		S		\$ 31.505	29,751	D
common	10/22/2004		M		\$ 24.09	31,376	D

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common 10/22/2004 S 1,625 D \$ 31.505 29,751 D

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 (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)	Amount or Number of Shares
Employee Stock Option	\$ 22.5625	10/22/2004		M	5,000	05/09/2002 05/09/2008	common	5,000
Employee Stock Option	\$ 22.7812	10/22/2004		M	5,500	05/11/2003 05/11/2009	common	5,500
Employee Stock Option	\$ 25.4569	10/22/2004		M	3,250	04/09/2004 04/09/2012	common	3,250
Employee Stock Option	\$ 24.09	10/22/2004		M	1,625	04/15/2004 04/15/2013	common	1,625

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RAINEY WILLIAM O P. O. BOX 291 JACKSON, MS 39205				Wholly Owned Subsidiary

Signatures

William O. Rainey by: T. Harris Collier, III,
POA

10/25/2004

__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) Exercise price of derivative securities is \$22.5625
- (2) Exercise price of derivative securities is \$22.7812
- (3) Exercise price of derivative securities is \$25.4569
- (4) Exercise price of derivative securities is \$24.09

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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