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BANCORPSOUTH INC  
Form 13F-HR  
August 13, 2012

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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: June 30, 2012

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      August 13, 2012

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[Signature]

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[City State]

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[Date]

Report Type (Check only one.):

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

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other reporting manager(s).)

List of Other Managers Reporting for this Manager: None.

FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 1

Form 13F Information Table Entry Total: 279

Form 13F Information Table Value Total: 873,271  
(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
1	28-10939	BancorpSouth Bank

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FORM 13F INFORMATION TABLE

NAME OF ISSUER	TITLE OF CLASS	CUSIP	MKT				INVESTMENT DISCRETION			
			VAL x 1000	Shares/ PRN	SH/ Amt	PUT/ PRN	SOLE (A)	SHR (B)	OTH (C)	OT MG
COOPER INDUSTRIES PLC	SHS	G24140108	332	4,863	SH		X			
HERBALIFE LTD	COM USD SHS	G4412G101	202	4,185	SH		X			
INGERSOLL-RAND PLC	SHS	G47791101	277	6,576	SH		X			
WILLIS GROUP HOLDINGS PUBLIC	SHS	G96666105	205	5,621	SH		X			
ACE LTD	SHS	H0023R105	300	4,044	SH		X			
ALLIED WRLD ASSUR COM HLDG A	SHS	H01531104	203	2,550	SH		X			
CHECK POINT SOFTWARE TECH LT	ORD	M22465104	356	7,186	SH		X			
AERCAP HOLDINGS NV	SHS	N00985106	151	13,422	SH		X			
ASML HOLDING N V	NY REG SHS	N07059186	202	3,919	SH		X			
FLEXTRONICS INTL LTD	ORD	Y2573F102	723	116,669	SH		X			
AT&T INC	COM	00206R102	1,540	43,185	SH		X			
AT&T INC	COM	00206R102	220	6,174	SH			X		
ABBOTT LABS	COM	002824100	1,253	19,442	SH		X			
ABBOTT LABS	COM	002824100	281	4,359	SH			X		
AETNA INC NEW	COM	00817Y108	396	10,220	SH		X			
AFFILIATED MANAGERS GROUP	COM	008252108	316	2,884	SH		X			
AIR PRODS & CHEMS INC	COM	009158106	567	7,019	SH		X			

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ALLERGAN INC	COM	018490102	449	4,855	SH		X		
ALLSCRIPTS HEALTHCARE SOLUTN	COM	01988P108	118	10,752	SH		X		
ALTRIA GROUP INC	COM	02209S103	862	24,961	SH		X		
ALTRIA GROUP INC	COM	02209S103	33	948	SH				X
AMERICAN ELEC PWR INC	COM	025537101	204	5,115	SH		X		
AMERICAN ELEC PWR INC	COM	025537101	8	201	SH				X
AMERICAN EXPRESS CO	COM	025816109	768	13,194	SH		X		
AMETEK INC NEW	COM	031100100	297	5,942	SH		X		
AMGEN INC	COM	031162100	520	7,138	SH		X		
APACHE CORP	COM	037411105	561	6,386	SH		X		
APPLE INC	COM	037833100	1,341	2,297	SH		X		
APPLIED MATLS INC	COM	038222105	345	30,155	SH		X		
ARCHER DANIELS MIDLAND CO	COM	039483102	512	17,338	SH		X		
ASTRAZENECA PLC	SPONSORED ADR	046353108	594	13,273	SH		X		
ASTRAZENECA PLC	SPONSORED ADR	046353108	24	546	SH				X
ATMEL CORP	COM	049513104	118	17,525	SH		X		
AUTODESK INC	COM	052769106	254	7,250	SH		X		
BCE INC	COM NEW	05534B760	366	8,873	SH		X		
BCE INC	COM NEW	05534B760	26	623	SH				X
BP PLC	SPONSORED ADR	055622104	205	5,050	SH		X		
BP PLC	SPONSORED ADR	055622104	114	2,800	SH				X
BANCORPSOUTH INC	COM	059692103	12,914	889,379	SH		X		
BANCORPSOUTH INC	COM	059692103	163	11,192	SH				X
BANK OF THE OZARKS INC	COM	063904106	3,613	120,102	SH		X		
BANK OF NEW YORK MELLON CORP	COM	064058100	264	12,032	SH		X		
BAXTER INTL INC	COM	071813109	578	10,868	SH		X		
BERKSHIRE HATHAWAY INC DEL	CL B NEW	084670702	948	11,371	SH		X		
BOEING CO	COM	097023105	213	2,867	SH		X		
BRISTOL MYERS SQUIBB CO	COM	110122108	704	19,579	SH		X		
BRISTOL MYERS SQUIBB CO	COM	110122108	30	833	SH				X
CVS CAREMARK CORPORATION	COM	126650100	438	9,364	SH		X		
CATERPILLAR INC DEL	COM	149123101	423	4,979	SH		X		
CELGENE CORP	COM	151020104	502	7,829	SH		X		
CENTURYLINK INC	COM	156700106	442	11,201	SH		X		
CENTURYLINK INC	COM	156700106	27	675	SH				X
CHEVRON CORP NEW	COM	166764100	2,115	20,044	SH		X		
1CHEVRON CORP NEW	COM	166764100	768	7,277	SH				X
CITIZENS HLDG CO MISS	COM	174715102	3,021	158,987	SH		X		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	MKT			INVESTMENT DISCRET			
			VAL x 1000	Shares/ PRN Amt	SH/ PUT/ PRN CALL	SOLE (A)	SHR (B)	OTH (C)	O M
CITRIX SYS INC	COM	177376100	387	4,608	SH		X		
COACH INC	COM	189754104	250	4,271	SH		X		
COCA COLA CO	COM	191216100	716	9,153	SH		X		
COCA COLA CO	COM	191216100	384	4,909	SH				X
COLGATE PALMOLIVE CO	COM	194162103	288	2,762	SH		X		
COLUMBIA ACORN TR	INTL SELECT Z	197199763	368	13,676	SH		X		
COLUMBIA FDS SER TR	LARGCAP VAL Z	19765H149	529	46,957	SH		X		
COLUMBIA FDS SER TR	MARS GRWTH Z	19765H180	717	32,394	SH		X		
COLUMBIA FDS SER TR	INTL VAL CL Z	19765H586	178	14,651	SH		X		
COLUMBIA FDS SER TR	SMALL COS Z	19765J723	156	12,512	SH		X		

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COLUMBIA FDS SER TR	SMLCP VAL II Z	19765J764	168	11,757	SH	X
COLUMBIA FDS SER TR I	MIDCP GWTH Z	19765P232	208	7,879	SH	X
COMPANHIA ENERGETICA DE MINA	SP ADR N-V PFD	204409601	199	10,805	SH	X
CONCHO RES INC	COM	20605P101	366	4,301	SH	X
CONCUR TECHNOLOGIES INC	COM	206708109	237	3,487	SH	X
CONOCOPHILLIPS	COM	20825C104	665	11,900	SH	X
CONOCOPHILLIPS	COM	20825C104	27	483	SH	X
CORNING INC	COM	219350105	325	25,125	SH	X
CUMMINS INC	COM	231021106	284	2,935	SH	X
DWS VALUE SER INC	SMCP VALF INST	23338F754	14,466	413,083	SH	X
DWS VALUE SER INC	SMCP VALF INST	23338F754	123	3,524	SH	X
DANAHER CORP	DEL COM	235851102	405	7,771	SH	X
DEERE & CO	COM	244199105	934	11,554	SH	X
DELTIC TIMBER CORP	COM	247850100	386	6,324	SH	X
DELTIC TIMBER CORP	COM	247850100	25,352	415,743	SH	X
DENBURY RES INC	COM NEW	247916208	210	13,906	SH	X
DEVON ENERGY CORP	NEW COM	25179M103	263	4,536	SH	X
DIAGEO P L C	SPON ADR NEW	25243Q205	239	2,319	SH	X
DODGE & COX STK FD	COM	256219106	28,318	256,344	SH	X
DODGE & COX STK FD	COM	256219106	254	2,297	SH	X
DOLLAR TREE INC	COM	256746108	718	13,352	SH	X
DOMINION RES INC VA	NEW COM	25746U109	286	5,291	SH	X
DOMINION RES INC VA	NEW COM	25746U109	9	161	SH	X
DU PONT E I DE NEMOURS & CO	COM	263534109	253	5,012	SH	X
DUKE ENERGY CORP	COM	26441C105	567	24,600	SH	X
DUKE ENERGY CORP	COM	26441C105	27	1,150	SH	X
E M C CORP MASS	COM	268648102	553	21,577	SH	X
ERHC ENERGY INC	COM	26884J104	1	10,000	SH	X
EATON CORP	COM	278058102	218	5,497	SH	X
EMERSON ELEC CO	COM	291011104	384	8,237	SH	X
EXPRESS SCRIPTS HLDG CO	COM	30219G108	1,110	19,888	SH	X
EXXON MOBIL CORP	COM	30231G102	4,830	56,443	SH	X
EXXON MOBIL CORP	COM	30231G102	1,252	14,630	SH	X
F M C CORP	COM NEW	302491303	210	3,932	SH	X
FEDERATED EQUITY FDS	INTRCONTL INST	314172461	16,556	376,193	SH	X
FEDERATED EQUITY FDS	INTRCONTL INST	314172461	144	3,265	SH	X
FEDERATED EQUITY FDS	STRG VAL DV INST	314172560	83	16,523	SH	X
FIDELITY CONTRAFUND INC	NEW INSIGHTS I	316071604	42,927	1,943,280	SH	X
FIDELITY CONTRAFUND INC	NEW INSIGHTS I	316071604	359	16,268	SH	X
FIRSTENERGY CORP	COM	337932107	224	4,557	SH	X
GAZPROM O A O	SPON ADR	368287207	134	14,141	SH	X

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	MKT VAL x 1000	Shares/ PRN Amt	SH/ PRN	PUT/ CALL	INVESTMENT DISC		
							SOLE (A)	SHR (B)	OTH (C)
GENERAL ELECTRIC CO	COM	369604103	757	36,348	SH		X		
GENERAL MLS INC	COM	370334104	245	6,360	SH		X		
GILEAD SCIENCES INC	COM	375558103	379	7,395	SH		X		
GLAXOSMITHKLINE PLC	SPONSORED ADR	37733W105	443	9,730	SH		X		
GLAXOSMITHKLINE PLC	SPONSORED ADR	37733W105	30	651	SH				X

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GOOGLE INC	CL A	38259P508	309	533 SH	X
GROUPE CGI INC	CL A SUB VTG	39945C109	214	8,922 SH	X
1RESTER ENTERPRISES LP 5% INT		404005993	216	1 SH	X
RESTER ENTERPRISES LP 8% INT		405002999	346	1 SH	X
HALLIBURTON CO	COM	406216101	490	17,269 SH	X
RESTER ENTERPRISES LP 8% INT		407000991	346	1 SH	X
DAVIS FAMILY HOLDINGS LP		419002993	617	0 SH	X
HEINZ H J CO	COM	423074103	543	9,977 SH	X
HEINZ H J CO	COM	423074103	30	547 SH	X
HESS CORP	COM	42809H107	264	6,077 SH	X
KEY COLONY		430004994	792	1 SH	X
JOHNSTON ENTERPRISES, L.P.		432004992	1,380	54 SH	X
GURDON TIMBER LTD 36.494%		434002994	417	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	889	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	437	7,819 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
HOSPIRA INC	COM	441060100	250	7,135 SH	X
HOSPIRA INC	COM	441060100	14	400 SH	X
CABEARK, LP 35.4444% INTERES		443003991	1,431	1 SH	X
DCT OPERATING PARTNERSHIP		443004999	526	75,518 SH	X
CABEARK, LP 63.5556% INTERES		444003990	2,527	1 SH	X
CABE-LONG PROPERTIES, LTD		444005995	287	4 SH	X
MCMILON PROPERTIES L/P		445000995	2,164	96 SH	X
CABE-LONG PROPERTIES, LTD		445001993	1,580	4 SH	X
CABE-LONG PROPERTIES, LTD		445003999	533	1 SH	X
INTEREST IN		448005991	4,177	15 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	843	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	293	5,533 SH	X
INTEL CORP	COM	458140100	705	26,459 SH	X
INTEL CORP	COM	458140100	85	3,200 SH	X
INTERCONTINENTALEXCHANGE INC	COM	45865V100	436	3,205 SH	X
INTERNATIONAL BUSINESS MACHS	COM	459200101	1,284	6,566 SH	X
INTUITIVE SURGICAL INC	COM NEW	46120E602	286	517 SH	X
INVESTMENT CO AMER	CL A	461308108	963	33,083 SH	X
ISHARES TR	MSCI				
	EMERG MKT	464287234	273	6,983 SH	X
ISHARES TR	MSCI ACWI EX	464288240	2,318	62,331 SH	X
JPMORGAN CHASE & CO	COM	46625H100	307	8,602 SH	X
JPMORGAN CHASE & CO	COM	46625H100	70	1,956 SH	X
JANUS INVT FD	GLOBAL SEL FD T	471023648	107	11,525 SH	X
JOHN HANCOCK FDS III	DISC VAL MCP I	47803W406	29,305	2,409,945 SH	X

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	MKT VAL x 1000	Shares/ PRN Amt	SH/ PRN	PUT/ CALL	INVESTMENT DISCRE		
							SOLE (A)	SHR (B)	OTH (C)
JOHN HANCOCK FDS III	DISC VAL MCP I	47803W406	304	24,984	SH			X	
JOHNSON & JOHNSON	COM	478160104	1,634	24,189	SH		X		
JOHNSON & JOHNSON	COM	478160104	400	5,916	SH			X	
JOHNSON CTLS INC	COM	478366107	268	9,686	SH		X		
KBR INC	COM	48242W106	287	11,626	SH		X		
KIMBERLY CLARK CORP	COM	494368103	681	8,133	SH		X		
KIMBERLY CLARK CORP	COM	494368103	35	420	SH			X	
KINGFISHER PLC	SPON ADR PAR	495724403	173	19,236	SH		X		
KRAFT FOODS INC	CL A	50075N104	319	8,266	SH		X		
LILLY ELI & CO	COM	532457108	546	12,713	SH		X		
LILLY ELI & CO	COM	532457108	65	1,520	SH			X	
1LONGLEAF PARTNERS FDS TR	SH BEN INT	543069108	253	8,853	SH		X		
MANULIFE FINL CORP	COM	56501R106	130	11,945	SH		X		
MCDONALDS CORP	COM	580135101	555	6,271	SH		X		
MCDONALDS CORP	COM	580135101	8	85	SH			X	
MEDNAX INC	COM	58502B106	228	3,326	SH		X		
MEDTRONIC INC	COM	585055106	430	11,104	SH		X		
MERCK & CO INC	NEW COM	58933Y105	648	15,531	SH		X		
MERCK & CO INC	NEW COM	58933Y105	28	662	SH			X	
METLIFE INC	COM	59156R108	300	9,721	SH		X		
MICROSOFT CORP	COM	594918104	1,187	38,803	SH		X		
MONTGOMERY EXPLORATION		601A5Z991	211	1	SH		X		
MOSAIC CO	NEW COM	61945C103	522	9,530	SH		X		
MURPHY OIL CORP	COM	626717102	4,065	80,824	SH		X		
MURPHY OIL CORP	COM	626717102	376,346	7,483,509	SH			X	
MUTUAL SER FD INC	SHS FD CL Z	628380107	337	15,836	SH			X	
MUTUAL SER FD INC	BEACON FD Z	628380305	167	13,366	SH			X	
MUTUAL SER FD INC	GBL DISCVR FD Z	628380404	45,862	1,591,880	SH		X		
MUTUAL SER FD INC	GBL DISCVR FD Z	628380404	353	12,248	SH			X	
NYSE EURONEXT	COM	629491101	335	13,097	SH		X		
NATIONAL GRID PLC	SPON ADR NEW	636274300	475	8,958	SH		X		
NATIONAL GRID PLC	SPON ADR NEW	636274300	33	622	SH			X	
NATIONAL OILWELL VARCO INC	COM	637071101	317	4,919	SH		X		
NAVISTAR INTL CORP	NEW COM	63934E108	290	10,226	SH		X		
NETAPP INC	COM	64110D104	421	13,216	SH		X		
NEW PERSPECTIVE FD INC	COM	648018109	533	18,697	SH		X		
NORDSTROM INC	COM	655664100	352	7,078	SH		X		
NORFOLK SOUTHERN CORP	COM	655844108	380	5,288	SH		X		
OGX PETROLEO E GAS PART S A	SPONS ADR	670849108	68	24,916	SH		X		
O REILLY AUTOMOTIVE INC	NEW COM	67103H107	791	9,444	SH		X		
OCCIDENTAL PETE CORP	DEL COM	674599105	507	5,908	SH		X		
ON SEMICONDUCTOR CORP	COM	682189105	331	46,583	SH		X		
ORACLE CORP	COM	68389X105	405	13,631	SH		X		
PDL BIOPHARMA INC	COM	69329Y104	145	21,800	SH			X	
PPL CORP	COM	69351T106	238	8,544	SH		X		
PPL CORP	COM	69351T106	16	583	SH			X	
PEPSICO INC	COM	713448108	842	11,923	SH		X		

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PEPSICO INC	COM	713448108	86	1,217	SH				X
PFIZER INC	COM	717081103	522	22,685	SH		X		
PFIZER INC	COM	717081103	33	1,420	SH				X
PHILIP MORRIS INTL INC	COM	718172109	1,086	12,443	SH		X		
PHILIP MORRIS INTL INC	COM	718172109	29	333	SH				X
POTASH CORP SASK INC	COM	73755L107	606	13,878	SH		X		
PRAXAIR INC	COM	74005P104	294	2,705	SH		X		
PRECISION CASTPARTS CORP	COM	740189105	565	3,432	SH		X		
PRICE T ROWE GROUP INC	COM	74144T108	865	13,737	SH		X		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	MKT			INVESTMENT DISCR		
			VAL x 1000	Shares/ PRN Amt	SH/ PUT/ PRN CALL	SOLE (A)	SHR (B)	OTH (C)
PRICE T ROWE GROWTH STK FD I	COM	741479109	28,975	803,535	SH		X	
PRICE T ROWE GROWTH STK FD I	COM	741479109	311	8,626	SH			X
PRICELINE COM INC	COM NEW	741503403	362	545	SH		X	
PROCTER & GAMBLE CO	COM	742718109	2,235	36,494	SH		X	
PROCTER & GAMBLE CO	COM	742718109	376	6,133	SH			X
PRUDENTIAL FINL INC	COM	744320102	363	7,502	SH		X	
QUALCOMM INC	COM	747525103	439	7,884	SH		X	
RED HAT INC	COM	756577102	219	3,879	SH		X	
REGIONS FINANCIAL CORP	NEW COM	7591EP100	227	33,671	SH		X	
RENASANT CORP	COM	75970E107	806	51,333	SH		X	
REYNOLDS AMERICAN INC	COM	761713106	358	7,988	SH		X	
REYNOLDS AMERICAN INC	COM	761713106	25	557	SH			X
RIVERBED TECHNOLOGY INC	COM	768573107	180	11,167	SH		X	
ROWE T PRICE EQUITY INCOME F	SH BEN INT	779547108	42,298	1,713,871	SH		X	
ROWE T PRICE EQUITY INCOME F	SH BEN INT	779547108	356	14,429	SH			X
1ROWE T PRICE MID-CAP GROWTH	COM	779556109	29,130	513,029	SH		X	
ROWE T PRICE MID-CAP GROWTH	COM	779556109	272	4,793	SH			X
ROYAL DUTCH SHELL PLC	SPON ADR B	780259107	528	7,545	SH		X	
ROYAL DUTCH SHELL PLC	SPON ADR B	780259107	139	1,983	SH			X
ROYAL DUTCH SHELL PLC	SPONS ADR A	780259206	503	7,454	SH		X	
ROYAL DUTCH SHELL PLC	SPONS ADR A	780259206	218	3,237	SH			X
ROYCE FD	PENN MUT INV	780905840	16,619	1,485,153	SH		X	
ROYCE FD	PENN MUT INV	780905840	146	13,068	SH			X
SPDR GOLD TRUST GOLD	SHS	78463V107	227	1,464	SH		X	
SCHLUMBERGER LTD	COM	806857108	246	3,788	SH		X	
SHERWIN WILLIAMS CO	COM	824348106	428	3,235	SH		X	
SIMMONS 1ST NATL CORP	CL A \$1 PAR	828730200	246	10,566	SH		X	
SOUTHERN CO	COM	842587107	3,394	73,298	SH		X	
SOUTHERN CO	COM	842587107	249	5,375	SH			X
STRYKER CORP	COM	863667101	446	8,092	SH		X	
SYMANTEC CORP	COM	871503108	156	10,649	SH		X	
TJX COS INC	NEW COM	872540109	461	10,733	SH		X	
TARGET CORP	COM	87612E106	778	13,370	SH		X	
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	254	6,437	SH		X	
TIFFANY & CO	NEW COM	886547108	250	4,721	SH		X	
TOTAL S A	SPONSORED ADR	89151E109	296	6,581	SH		X	
TOTAL S A	SPONSORED ADR	89151E109	20	444	SH			X

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TRIMBLE NAVIGATION LTD	COM	896239100	366	7,951 SH	X	
TRUSTMARK CORP	COM	898402102	1,409	57,556 SH	X	
USA TRUCK INC	COM	902925106	67	14,100 SH	X	
UNILEVER PLC	SPON ADR NEW	904767704	243	7,216 SH	X	
UNILEVER PLC	SPON ADR NEW	904767704	17	495 SH		X
UNILEVER N V N Y	SHS NEW	904784709	290	8,706 SH	X	
UNION PAC CORP	COM	907818108	295	2,476 SH	X	
UNION PAC CORP	COM	907818108	525	4,400 SH		X
UNITED TECHNOLOGIES CORP	COM	913017109	264	3,497 SH	X	
V F CORP	COM	918204108	586	4,388 SH	X	
VANGUARD WORLD FD	MEGA CAP INDEX	921910873	5,096	108,913 SH	X	
VANGUARD INDEX FDS	500 PORTFOLIO	922908108	107	851 SH	X	
VANGUARD INDEX FDS	500 PORTFOLIO	922908108	100	795 SH		X

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	MKT VAL x 1000	Shares/ PRN Amt	SH/ PUT/ PRN CALL	INVESTMENT DISCRET			
						SOLE (A)	SHR (B)	OTH (C)	O (M)
VANGUARD INDEX FDS	MID CAP ETF	922908629	2,893	37,473 SH		X			
VANGUARD INDEX FDS	SMALL CP ETF	922908751	1,852	24,361 SH		X			
VERIZON COMMUNICATIONS INC	COM	92343V104	897	20,174 SH		X			
VERIZON COMMUNICATIONS INC	COM	92343V104	69	1,556 SH				X	
VISA INC	COM CL A	92826C839	391	3,161 SH		X			
VODAFONE GROUP PLC NEW	SPONS ADR NEW	92857W209	821	29,151 SH		X			
VODAFONE GROUP PLC NEW	SPONS ADR NEW	92857W209	40	1,430 SH				X	
WAL-MART STORES INC	COM	931142103	1,418	20,344 SH		X			
WASHINGTON MUT INVS FD INC	COM	939330106	899	29,875 SH		X			
WESTERN UN CO	COM	959802109	451	26,759 SH		X			
YUM BRANDS INC	COM	988498101	907	14,082 SH		X			
FINAL TOTALS			873,271	23,517,258					

Form 13f INFORMATION TABLE ENTRY TOTAL 279

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