

LIVINGSTON HAROLD H
Form 4
January 21, 2009

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
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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
LIVINGSTON HAROLD H

(Last) (First) (Middle)

P. O. BOX 709

(Street)

TUPELO, MS 38802

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
RENASANT CORP [RNST]

3. Date of Earliest Transaction
(Month/Day/Year)
01/16/2009

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Sr. Executive Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock (Restricted)	01/16/2009		A	1,500	\$ 17.63	3,000	D
Common Stock (Restricted)	01/16/2009		A	1,500	\$ 17.03	1,500	D
Common Stock					9,545.542		D
Common Stock					2,063.376	I	spouse IRA
					14,889.308	D	

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Common
Stock

Common
Stock

2,424.23 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 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)	8. Amount or Number of Shares
				Code	V	(A)	(D)	
Stock Option (Right to Buy)	\$ 17.03	01/16/2009		A		7,500	(3) 01/01/2019	Common 7,500
Phantom Stock	(4)						(4) (4)	Common 616.61
Stock Option (Right to Buy)	\$ 15.64					01/01/2005	01/01/2012	Common 7,875
Stock Option (Right to Buy)	\$ 18.77					01/01/2006	01/01/2013	Common 7,875
Stock Option (Right to Buy)	\$ 22.23					01/01/2007	01/01/2014	Common 7,875
Stock Option (Right to Buy)	\$ 22.77					01/01/2008	01/01/2015	Common 7,875

Buy)

Stock

Option
(Right to
Buy) \$ 21.93

01/01/2009 01/01/2016 Common 7,500

Stock

Option
(Right to
Buy) \$ 30.63

(3) 01/01/2017 Common 7,500

Stock

Option
(Right to
Buy) \$ 17.63

(3) 01/01/2018 Common 7,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LIVINGSTON HAROLD H P. O. BOX 709 TUPELO, MS 38802			Sr. Executive Vice President	

Signatures

Harold

Livingston

01/21/2009

__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) This is the target amount of a performance based restricted stock grant available if certain criteria is met. Any adjustments 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 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.

(2) This is the adjustment to the target amount of the 2008 performance based restricted stock previously reported.

(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 options expire ten (10) years from the grant date.

(4) The phantom stock units are accrued under the Renasant DSU Plan. The units are settled 100% in the Company's common stock upon the 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. Dividends are paid quarterly and reinvested on the phantom stock.

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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