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BANCORPSOUTH INC
Form 13F-HR
May 06, 2011

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, 2011

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 6, 2011 |
| ----- | ----- | ----- |
| [Signature] | [City State] | [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 other reporting manager(s).)

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: 292
 Form 13F Information Table Value Total: \$ 1,108,543
 (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 VAL x 1000 | Shares/ PRN Amt | SH/ PRN | PUT/ CALL | INVESTMENT DISCRETION | | |
|------------------------------|----------------|-----------|-------------------|--------------------|------------|--------------|--------------------------|------------|----------------|
| | | | | | | | SOLE (A) | SHR (B) | OTH O (C) M |
| COOPER INDUSTRIES PLC | SHS | G24140108 | 262 | 4,030 | SH | | X | | |
| HERBALIFE LTD | COM USD SHS | G4412G101 | 218 | 2,676 | SH | | X | | |
| INVESCO LTD | SHS | G491BT108 | 200 | 7,835 | SH | | X | | |
| LAZARD LTD | SHS A | G54050102 | 236 | 5,673 | SH | | X | | |
| MARVELL TECHNOLOGY GROUP LTD | ORD | G5876H105 | 255 | 16,424 | SH | | X | | |
| SEAGATE TECHNOLOGY PLC | SHS | G7945M107 | 182 | 12,629 | SH | | X | | |
| SIGNET JEWELERS LIMITED | SHS | G81276100 | 226 | 4,903 | SH | | X | | |
| WILLIS GROUP HOLDINGS PUBLIC | SHS | G96666105 | 217 | 5,383 | SH | | X | | |
| ACE LTD | SHS | H0023R105 | 326 | 5,039 | SH | | X | | |
| ALLIED WRLD ASSUR COM HLDG A | SHS | H01531104 | 201 | 3,206 | SH | | X | | |
| CHECK POINT SOFTWARE TECH LT | ORD | M22465104 | 236 | 4,615 | SH | | X | | |
| AERCAP HOLDINGS NV | SHS | N00985106 | 162 | 12,891 | SH | | X | | |
| VISTAPRINT N V | SHS | N93540107 | 256 | 4,928 | SH | | X | | |
| FLEXTRONICS INTL LTD | ORD | Y2573F102 | 584 | 78,234 | SH | | X | | |
| AT&T INC | COM | 00206R102 | 1,103 | 36,025 | SH | | X | | |
| AT&T INC | COM | 00206R102 | 173 | 5,666 | SH | | | | X |
| ABBOTT LABS | COM | 002824100 | 740 | 15,090 | SH | | X | | |
| ABBOTT LABS | COM | 002824100 | 204 | 4,155 | SH | | | | X |
| AFFILIATED MANAGERS GROUP | COM | 008252108 | 219 | 2,005 | SH | | X | | |
| AIR PRODS & CHEMS INC | COM | 009158106 | 633 | 7,019 | SH | | X | | |
| ALLEGHENY TECHNOLOGIES INC | COM | 01741R102 | 244 | 3,602 | SH | | X | | |
| ALLERGAN INC | COM | 018490102 | 226 | 3,180 | SH | | X | | |
| ALLSCRIPTS HEALTHCARE SOLUTN | COM | 01988P108 | 409 | 19,504 | SH | | X | | |
| ALPHA NATURAL RESOURCES INC | COM | 02076X102 | 212 | 3,575 | SH | | X | | |
| ALTRIA GROUP INC | COM | 02209S103 | 531 | 20,393 | SH | | X | | |
| ALTRIA GROUP INC | COM | 02209S103 | 10 | 388 | SH | | | | X |

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|---------------------------|---------------|-----------|-------|--------|----|--|--|--|--|---|
| AMERICAN EXPRESS CO | COM | 025816109 | 614 | 13,594 | SH | | | | | X |
| AMGEN INC | COM | 031162100 | 423 | 7,918 | SH | | | | | X |
| AMPHENOL CORP NEW | CL A | 032095101 | 321 | 5,896 | SH | | | | | X |
| APACHE CORP | COM | 037411105 | 454 | 3,468 | SH | | | | | X |
| APPLE INC | COM | 037833100 | 1,190 | 3,414 | SH | | | | | X |
| APPLIED MATLS INC | COM | 038222105 | 318 | 20,383 | SH | | | | | X |
| ARCHER DANIELS MIDLAND CO | COM | 039483102 | 492 | 13,665 | SH | | | | | X |
| ARTIO GLOBAL INVT FDS | INTL EQ CL I | 04315J506 | 223 | 7,239 | SH | | | | | X |
| ASTRAZENECA PLC | SPONSORED ADR | 046353108 | 267 | 5,795 | SH | | | | | X |
| ASTRAZENECA PLC | SPONSORED ADR | 046353108 | 10 | 214 | SH | | | | | X |
| ATEL CORP | COM | 049513104 | 287 | 21,057 | SH | | | | | X |
| AUTODESK INC | COM | 052769106 | 473 | 10,713 | SH | | | | | X |
| BASF SE | SPONSORED ADR | 055262505 | 222 | 2,564 | SH | | | | | X |
| BP PLC | SPONSORED ADR | 055622104 | 267 | 6,050 | SH | | | | | X |
| BP PLC | SPONSORED ADR | 055622104 | 124 | 2,800 | SH | | | | | X |
| BALLY TECHNOLOGIES INC | COM | 05874B107 | 213 | 5,622 | 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 DISCRETION | | |
|------------------------------|-------------------|-----------|-------------------|--------------------|-------------------------|--------------------------|------------|------------|
| | | | | | | SOLE (A) | SHR (B) | OTH (C) |
| BANCO SANTANDER BRASIL S A | ADS REP 1 UNIT | 05967A107 | 130 | 10,564 | SH | | | X |
| BANCORPSOUTH INC | COM | 059692103 | 15,902 | 1,029,252 | SH | | | X |
| BANCORPSOUTH INC | COM | 059692103 | 173 | 11,192 | SH | | | X |
| BANK OF AMERICA CORPORATION | COM | 060505104 | 270 | 20,219 | SH | | | X |
| BANK OF THE OZARKS INC | COM | 063904106 | 2,625 | 60,051 | SH | | | X |
| BARON INVT FDS TR | SMALL CAP FD | 068278308 | 233 | 8,912 | SH | | | X |
| BAXTER INTL INC | COM | 071813109 | 591 | 10,995 | SH | | | X |
| BERKSHIRE HATHAWAY INC DEL | CL B NEW | 084670702 | 951 | 11,371 | SH | | | X |
| BRISTOL MYERS SQUIBB CO | COM | 110122108 | 399 | 15,105 | SH | | | X |
| BRISTOL MYERS SQUIBB CO | COM | 110122108 | 16 | 617 | SH | | | X |
| BROADCOM CORP | CL A | 111320107 | 587 | 14,909 | SH | | | X |
| 1CNOOC LTD | SPONSORED ADR | 126132109 | 207 | 820 | SH | | | X |
| CVS CAREMARK CORPORATION | COM | 126650100 | 264 | 7,685 | SH | | | X |
| CATERPILLAR INC DEL | COM | 149123101 | 498 | 4,475 | SH | | | X |
| CELESTICA INC | SUB VTG SHS | 15101Q108 | 196 | 18,313 | SH | | | X |
| CELGENE CORP | COM | 151020104 | 399 | 6,928 | SH | | | X |
| CEPHEID | COM | 15670R107 | 290 | 10,333 | SH | | | X |
| CENTURYLINK INC | COM | 156700106 | 219 | 5,271 | SH | | | X |
| CENTURYLINK INC | COM | 156700106 | 11 | 270 | SH | | | X |
| CHEVRON CORP NEW | COM | 166764100 | 2,188 | 20,358 | SH | | | X |
| CHEVRON CORP NEW | COM | 166764100 | 786 | 7,314 | SH | | | X |
| CHICAGO BRIDGE & IRON CO | | | | | | | | |
| NVNY REGISTRY | SH | 167250109 | 263 | 6,477 | SH | | | X |
| CISCO SYS INC | COM | 17275R102 | 637 | 37,154 | SH | | | X |
| CITIZENS HLDG CO MISS | COM | 174715102 | 3,243 | 158,987 | SH | | | X |
| CLIFFS NATURAL RESOURCES INC | COM | 18683K101 | 750 | 7,628 | SH | | | X |
| COCA COLA CO | COM | 191216100 | 645 | 9,722 | SH | | | X |
| COCA COLA CO | COM | 191216100 | 326 | 4,919 | SH | | | X |
| COLGATE PALMOLIVE CO | COM | 194162103 | 225 | 2,781 | SH | | | X |

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| | | | | | | |
|------------------------------|-------------------|-----------|--------|------------|---|---|
| COLUMBIA ACORN TR | INTL SELECT Z | 197199763 | 206 | 7,094 SH | X | |
| CONCHO RES INC | COM | 20605P101 | 305 | 2,847 SH | X | |
| CONCUR TECHNOLOGIES INC | COM | 206708109 | 277 | 5,004 SH | X | |
| CONOCOPHILLIPS | COM | 20825C104 | 559 | 7,001 SH | X | |
| CONOCOPHILLIPS | COM | 20825C104 | 14 | 180 SH | | X |
| MONTGOMERY EXPLORATION 10.87 | | 216000992 | 227 | 1 SH | X | |
| CORNING INC | COM | 219350105 | 646 | 31,317 SH | X | |
| CUMMINS INC | COM | 231021106 | 223 | 2,035 SH | X | |
| CYPRESS SEMICONDUCTOR CORP | COM | 232806109 | 248 | 12,815 SH | X | |
| DWS VALUE SER INC | SMCP VALF INST | 23338F754 | 17,572 | 447,682 SH | X | |
| DWS VALUE SER INC | SMCP VALF INST | 23338F754 | 118 | 3,012 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 DISCRETION | | |
|-----------------------------|-------------------|-----------|-------------------|--------------------|------------|--------------|--------------------------|------------|------------|
| | | | | | | | SOLE (A) | SHR (B) | OTH (C) |
| DANAHER CORP DEL | COM | 235851102 | 222 | 4,279 SH | | | X | | |
| DEERE & CO | COM | 244199105 | 1,316 | 13,580 SH | | | X | | |
| DELTIC TIMBER CORP | COM | 247850100 | 423 | 6,324 SH | | | X | | |
| DELTIC TIMBER CORP | COM | 247850100 | 27,788 | 415,743 SH | | | | | X |
| DENBURY RES INC | COM NEW | 247916208 | 411 | 16,833 SH | | | X | | |
| DEVON ENERGY CORP NEW | COM | 25179M103 | 491 | 5,353 SH | | | X | | |
| DODGE & COX STK FD | COM | 256219106 | 33,800 | 297,092 SH | | | X | | |
| DODGE & COX STK FD | COM | 256219106 | 237 | 2,081 SH | | | | | X |
| DOMINION RES INC VA NEW | COM | 25746U109 | 214 | 4,777 SH | | | X | | |
| DOMINION RES INC VA NEW | COM | 25746U109 | 14 | 316 SH | | | | | X |
| DOMTAR CORP | COM NEW | 257559203 | 207 | 2,250 SH | | | X | | |
| DREYFUS APPRECIATION FD INC | COM | 261970107 | 1,621 | 40,160 SH | | | X | | |
| DU PONT E I DE NEMOURS & CO | COM | 263534109 | 218 | 3,965 SH | | | X | | |
| DUKE ENERGY CORP NEW | COM | 26441C105 | 290 | 15,975 SH | | | X | | |
| DUKE ENERGY CORP NEW | COM | 26441C105 | 12 | 674 SH | | | | | X |
| E M C CORP MASS | COM | 268648102 | 288 | 10,830 SH | | | X | | |
| ERHC ENERGY INC | COM | 26884J104 | 1 | 10,000 SH | | | X | | |
| EAST WEST BANCORP INC | COM | 27579R104 | 305 | 13,894 SH | | | X | | |
| EMERSON ELEC CO | COM | 291011104 | 1,138 | 19,480 SH | | | X | | |
| EXPRESS SCRIPTS INC | COM | 302182100 | 1,329 | 23,890 SH | | | X | | |
| EXXON MOBIL CORP | COM | 30231G102 | 6,088 | 72,363 SH | | | X | | |
| EXXON MOBIL CORP | COM | 30231G102 | 1,231 | 14,630 SH | | | | | X |
| F M C CORP | COM NEW | 302491303 | 207 | 2,441 SH | | | X | | |
| FAIRHOLME FD | COM | 304871106 | 207 | 5,947 SH | | | X | | |
| FEDERATED EQUITY FDS | INTRCONTL INST | 314172461 | 37,504 | 720,959 SH | | | X | | |
| FEDERATED EQUITY FDS | INTRCONTL INST | 314172461 | 235 | 4,509 SH | | | | | X |
| FIDELITY CONTRAFUND INC | NEW INSIGHTS I | 316071604 | 34,624 | 1,644,058 SH | | | X | | |
| FIDELITY CONTRAFUND INC | NEW INSIGHTS I | 316071604 | 233 | 11,046 SH | | | | | X |

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|------------------------------|---------------|-----------|--------|---------|----|---|--|---|
| FIDELITY PURITAN TR | LOW PRICE STK | 316345305 | 35,309 | 866,272 | SH | X | | |
| FIDELITY PURITAN TR | LOW PRICE STK | 316345305 | 293 | 7,178 | SH | | | X |
| FLOWERVE CORP | COM | 34354P105 | 277 | 2,152 | SH | X | | |
| GENERAL ELECTRIC CO | COM | 369604103 | 806 | 40,210 | SH | X | | |
| 1GENERAL MLS INC | COM | 370334104 | 234 | 6,404 | SH | X | | |
| GLAXOSMITHKLINE PLC | SPONSORED ADR | 37733W105 | 211 | 5,494 | SH | X | | |
| GLAXOSMITHKLINE PLC | SPONSORED ADR | 37733W105 | 15 | 381 | SH | | | X |
| GOOGLE INC | CL A | 38259P508 | 855 | 1,458 | SH | X | | |
| GROUPE CGI INC | CL A SUB VTG | 39945C109 | 204 | 9,766 | SH | X | | |
| GROWTH FD AMER INC | CL R-5 SHARES | 399874833 | 244 | 7,620 | SH | X | | |
| RESTER ENTERPRISES LP 5% INT | | 404005993 | 211 | 1 | SH | X | | |
| RESTER ENTERPRISES LP 8% INT | | 405002999 | 337 | 1 | SH | X | | |

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| NAME OF ISSUER | TITLE OF CLASS | CUSIP | MKT VAL x 1000 | Shares/ PRN Amt | SH/ PUT/ CALL | INVESTMENT DISCRETION | | |
|------------------------------|----------------|-----------|-------------------|--------------------|---------------------|-----------------------|---------|---------|
| | | | | | | SOLE (A) | SHR (B) | OTH (C) |
| HALLIBURTON CO | COM | 406216101 | 548 | 10,995 | SH | X | | |
| RESTER ENTERPRISES LP 8% INT | | 407000991 | 337 | 1 | SH | X | | |
| DAVIS FAMILY HOLDINGS LP | | 419002993 | 1,194 | 0 | SH | X | | |
| HEINZ H J CO | COM | 423074103 | 269 | 5,513 | SH | X | | |
| HEINZ H J CO | COM | 423074103 | 16 | 319 | SH | | | X |
| HESS CORP | COM | 42809H107 | 438 | 5,138 | SH | X | | |
| HEWLETT PACKARD CO | COM | 428236103 | 228 | 5,571 | SH | X | | |
| KEY COLONY | | 430004994 | 694 | 1 | SH | | | X |
| JOHNSTON ENTERPRISES, L.P. | | 432004992 | 1,380 | 54 | SH | X | | |
| GURDON TIMBER LTD 36.494% | | 434002994 | 500 | 1 | SH | X | | |
| WOODLAND HILLS LIMITED PARTN | | 435001995 | 220 | 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 | 941 | 28 | SH | X | | |
| MCM TIMBER 3.021% INTEREST | | 438002990 | 243 | 1 | SH | X | | |
| MCM TIMBER 3.020% INTEREST | | 438003998 | 243 | 1 | SH | X | | |
| MCM TIMBER 1.510% INTEREST | | 438004996 | 1,598 | 2 | SH | X | | |
| HONEYWELL INTL INC | COM | 438516106 | 309 | 5,170 | SH | X | | |
| MARIE P CARTER ENTERPRISES L | | 439004995 | 1,623 | 1 | SH | X | | |
| OAK GROVE LAND CO, L.P. 12.5 | | 440000990 | 265 | 3 | SH | X | | |
| REED HOLDINGS PARTNERSHIP, L | | 441002995 | 1,104 | 71 | SH | X | | |
| HOSPIRA INC | COM | 441060100 | 388 | 7,031 | SH | X | | |
| HOSPIRA INC | COM | 441060100 | 22 | 400 | SH | | | X |
| MCM TIMBER 12% INTEREST | | 442000998 | 966 | 1 | SH | X | | |
| CABEARK, LP 14.1179% INTERES | | 443003991 | 422 | 1 | SH | X | | |
| DCT OPERATING PARTNERSHIP | | 443004999 | 580 | 75,518 | SH | X | | |
| CABEARK, LP 84.8821% INTERES | | 444003990 | 2,535 | 1 | SH | X | | |
| CABE-LONG PROPERTIES, LTD | | 444005995 | 308 | 4 | SH | X | | |
| MCMILLON PROPERTIES L/P | | 445000995 | 2,183 | 96 | SH | X | | |
| CABE-LONG PROPERTIES, LTD | | 445001993 | 1,682 | 4 | SH | X | | |
| CABE-LONG PROPERTIES, LTD | | 445003999 | 2,831 | 1 | SH | X | | |
| LONGENECKER PARTNERS GENERAL | | 448001990 | 4,297 | 99 | SH | | | X |
| 1.08% LLC INTEREST IN | | 448005991 | 300 | 1 | SH | X | | |
| TALL PINES, LLC | | 449001999 | 992 | 50 | SH | X | | |

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|------------------------------|---------|-----------|-------|-----------|---|---|
| DONOVAN INVESTMENTS, LLC | | 449003995 | 4,640 | 99 SH | X | |
| IAMGOLD CORP | COM | 450913108 | 248 | 11,264 SH | X | |
| ILLINOIS TOOL WKS INC | COM | 452308109 | 238 | 4,422 SH | X | |
| INTEL CORP | COM | 458140100 | 658 | 32,605 SH | X | |
| INTEL CORP | COM | 458140100 | 65 | 3,200 SH | | X |
| INTERCONTINENTALEXCHANGE INC | COM | 45865V100 | 255 | 2,067 SH | X | |
| INTERNATIONAL BUSINESS MACHS | COM | 459200101 | 1,110 | 6,804 SH | X | |
| INVESTMENT CO AMER | CL A | 461308108 | 1,108 | 37,884 SH | X | |
| JDS UNIPHASE CORP | COM PAR | 46612J507 | 217 | 10,425 SH | X | |
| | \$0.001 | | | | | |

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| NAME OF ISSUER | TITLE OF CLASS | CUSIP | MKT VAL x 1000 | Shares/ PRN Amt | SH/ PRN | PUT/ CALL | INVESTMENT DISCRETION | | |
|----------------------------|----------------|-----------|-------------------|--------------------|------------|--------------|-----------------------|---------|---------|
| | | | | | | | SOLE (A) | SHR (B) | OTH (C) |
| JPMORGAN CHASE & CO | COM | 46625H100 | 350 | 7,592 SH | | | X | | |
| JPMORGAN CHASE & CO | COM | 46625H100 | 90 | 1,956 SH | | | | | X |
| JANUS INVT FD | GLOBAL SEL | 471023648 | 213 | 17,287 SH | | | X | | |
| | FD T | | | | | | | | |
| JANUS INVT FD | OVERSEAS FD | 47103C449 | 263 | 5,148 SH | | | X | | |
| | SHS | | | | | | | | |
| JOHNSON & JOHNSON | COM | 478160104 | 1,341 | 22,626 SH | | | X | | |
| JOHNSON & JOHNSON | COM | 478160104 | 343 | 5,786 SH | | | | | X |
| JOHNSON CTLS INC | COM | 478366107 | 249 | 5,981 SH | | | X | | |
| JUNIPER NETWORKS INC | COM | 48203R104 | 538 | 12,786 SH | | | X | | |
| KBR INC | COM | 48242W106 | 287 | 7,593 SH | | | X | | |
| 1KIMBERLY CLARK CORP | COM | 494368103 | 309 | 4,731 SH | | | X | | |
| KIMBERLY CLARK CORP | COM | 494368103 | 16 | 245 SH | | | | | X |
| KRAFT FOODS INC | CL A | 50075N104 | 234 | 7,474 SH | | | X | | |
| LENDER PROCESSING SVCS INC | COM | 52602E102 | 236 | 7,316 SH | | | X | | |
| LILLY ELI & CO | COM | 532457108 | 214 | 6,081 SH | | | X | | |
| LILLY ELI & CO | COM | 532457108 | 41 | 1,165 SH | | | | | X |
| LONGLEAF PARTNERS FDS TR | SH BEN INT | 543069108 | 271 | 8,830 SH | | | X | | |
| LORD ASSET MGMT TR T WHITE | | | | | | | | | |
| INTL | | 543917108 | 213 | 11,912 SH | | | X | | |
| LOWES COS INC | COM | 548661107 | 238 | 9,000 SH | | | X | | |
| LUBRIZOL CORP | COM | 549271104 | 241 | 1,799 SH | | | X | | |
| MFS SER TR I | VALUE FD CL A | 552983801 | 226 | 9,379 SH | | | X | | |
| MANULIFE FINL CORP | COM | 56501R106 | 305 | 17,250 SH | | | X | | |
| MCDONALDS CORP | COM | 580135101 | 533 | 7,005 SH | | | X | | |
| MCDONALDS CORP | COM | 580135101 | 8 | 111 SH | | | | | X |
| MEDNAX INC | COM | 58502B106 | 329 | 4,938 SH | | | X | | |
| MEDTRONIC INC | COM | 585055106 | 311 | 7,915 SH | | | X | | |
| MERCK & CO INC NEW | COM | 58933Y105 | 213 | 6,441 SH | | | X | | |
| METLIFE INC | COM | 59156R108 | 257 | 5,749 SH | | | X | | |
| MICROSOFT CORP | COM | 594918104 | 1,023 | 40,279 SH | | | X | | |
| COLLABRX SER A PFD STOCK | | 601A4X997 | 634 | 446,227 SH | | | | | X |
| MONTGOMERY EXPLORATION | | 601A5Z991 | 295 | 1 SH | | | X | | |
| MURPHY OIL CORP | COM | 626717102 | 5,965 | 81,239 SH | | | X | | |
| MURPHY OIL CORP | COM | 626717102 | 549,858 | 7,489,209 SH | | | | | X |
| MUTUAL SER FD INC | SHS FD CL Z | 628380107 | 369 | 16,903 SH | | | | | X |

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|----------------------------|---------------|-----------|--------|-----------|----|--|--|--|---|---|
| MUTUAL SER FD INC | BEACON FD Z | 628380305 | 173 | 13,366 | SH | | | | | X |
| MUTUAL SER FD INC | GBL DISCVR | 628380404 | 35,249 | 1,151,162 | SH | | | | X | |
| | FD Z | | | | | | | | | |
| MUTUAL SER FD INC | GBL DISCVR | 628380404 | 222 | 7,258 | SH | | | | | X |
| | FD Z | | | | | | | | | |
| MYLAN INC | | 628530107 | 239 | 10,559 | SH | | | | X | |
| NATIONAL OILWELL VARCO INC | COM | 637071101 | 433 | 5,468 | SH | | | | X | |
| NESTLE S A | SPONSORED ADR | 641069406 | 322 | 5,587 | 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 DISCRETION | | |
|------------------------------|----------------|-----------|-------------------|--------------------|------------|--------------|--------------------------|---------|---------|
| | | | | | | | SOLE (A) | SHR (B) | OTH (C) |
| NETAPP INC | COM | 64110D104 | 664 | 13,795 | SH | | X | | |
| NEW PERSPECTIVE FD INC | COM | 648018109 | 756 | 25,380 | SH | | X | | |
| NORDSTROM INC | COM | 655664100 | 328 | 7,314 | SH | | X | | |
| NORFOLK SOUTHERN CORP | COM | 655844108 | 573 | 8,265 | SH | | X | | |
| O REILLY AUTOMOTIVE INC NEW | COM | 67103H107 | 516 | 8,981 | SH | | X | | |
| OCCIDENTAL PETE CORP DEL | COM | 674599105 | 292 | 2,792 | SH | | X | | |
| ON SEMICONDUCTOR CORP | COM | 682189105 | 188 | 19,106 | SH | | X | | |
| ORACLE CORP | COM | 68389X105 | 300 | 8,972 | SH | | X | | |
| OWENS ILL INC | COM NEW | 690768403 | 266 | 8,797 | SH | | X | | |
| PDL BIOPHARMA INC | COM | 69329Y104 | 174 | 30,000 | SH | | | | X |
| PEPSICO INC | COM | 713448108 | 684 | 10,620 | SH | | X | | |
| PEPSICO INC | COM | 713448108 | 71 | 1,100 | SH | | | | X |
| PFIZER INC | COM | 717081103 | 478 | 23,516 | SH | | X | | |
| PFIZER INC | COM | 717081103 | 29 | 1,420 | SH | | | | X |
| PHILIP MORRIS INTL INC | COM | 718172109 | 846 | 12,890 | SH | | X | | |
| PHILIP MORRIS INTL INC | COM | 718172109 | 15 | 221 | SH | | | | X |
| POTASH CORP SASK INC | COM | 73755L107 | 598 | 10,140 | SH | | X | | |
| PRAXAIR INC | COM | 74005P104 | 210 | 2,064 | SH | | X | | |
| PRECISION CASTPARTS CORP | COM | 740189105 | 342 | 2,324 | SH | | X | | |
| PRICE T ROWE GROUP INC | COM | 74144T108 | 1,056 | 15,900 | SH | | X | | |
| PRICE T ROWE GROWTH STK FD I | COM | 741479109 | 37,389 | 1,105,540 | SH | | X | | |
| PRICE T ROWE GROWTH STK FD I | COM | 741479109 | 311 | 9,196 | SH | | | | X |
| PROCTER & GAMBLE CO | COM | 742718109 | 2,206 | 35,817 | SH | | X | | |
| PROCTER & GAMBLE CO | COM | 742718109 | 376 | 6,111 | SH | | | | X |
| PROGRESS ENERGY INC | COM | 743263105 | 202 | 4,386 | SH | | X | | |
| PROGRESS ENERGY INC | COM | 743263105 | 9 | 205 | SH | | | | X |
| RALCORP HLDGS INC NEW | COM | 751028101 | 418 | 6,102 | SH | | X | | |
| RAYTHEON CO | COM NEW | 755111507 | 299 | 5,882 | SH | | X | | |
| REGIONS FINANCIAL CORP NEW | COM | 7591EP100 | 257 | 35,464 | SH | | X | | |
| REGIONS FINANCIAL CORP NEW | COM | 7591EP100 | 16 | 2,205 | SH | | | | X |
| 1RIO TINTO PLC | SPONSORED ADR | 767204100 | 200 | 2,818 | SH | | X | | |
| ROWE T PRICE EQUITY INCOME F | SH BEN INT | 779547108 | 33,830 | 1,356,450 | SH | | X | | |
| ROWE T PRICE EQUITY INCOME F | SH BEN INT | 779547108 | 235 | 9,428 | SH | | | | X |
| ROWE T PRICE MID-CAP GROWTH | COM | 779556109 | 53,435 | 839,771 | SH | | X | | |
| ROWE T PRICE MID-CAP GROWTH | COM | 779556109 | 359 | 5,645 | SH | | | | X |
| ROWE T PRICE MID CAP VALUE F | COM | 77957Y106 | 256 | 10,219 | SH | | X | | |
| ROYAL DUTCH SHELL PLC | SPON ADR B | 780259107 | 295 | 4,033 | SH | | X | | |
| ROYAL DUTCH SHELL PLC | SPON ADR B | 780259107 | 132 | 1,805 | SH | | | | X |

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|-----------------------|--------------|-----------|--------|-----------|----|---|--|---|
| ROYAL DUTCH SHELL PLC | SPONS ADR A | 780259206 | 111 | 1,524 | SH | X | | |
| ROYAL DUTCH SHELL PLC | SPONS ADR A | 780259206 | 233 | 3,200 | SH | | | X |
| ROYCE FD | PENN MUT INV | 780905840 | 38,676 | 3,042,982 | SH | X | | |
| ROYCE FD | PENN MUT INV | 780905840 | 249 | 19,625 | SH | | | X |
| SEI INVESTMENTS CO | COM | 784117103 | 234 | 9,814 | SH | X | | |
| SPDR GOLD TRUST | GOLD SHS | 78463V107 | 208 | 1,484 | SH | X | | |

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| NAME OF ISSUER | TITLE OF CLASS | CUSIP | MKT VAL x 1000 | Shares/ PRN Amt | SH/ PUT/ CALL | INVESTMENT DISCRETION | | |
|-----------------------------|--------------------------|-----------|-------------------|--------------------|---------------------|--------------------------|------------|------------|
| | | | | | | SOLE (A) | SHR (B) | OTH (C) |
| SCHLUMBERGER LTD | COM | 806857108 | 366 | 3,920 | SH | X | | |
| SHERWIN WILLIAMS CO | COM | 824348106 | 272 | 3,235 | SH | X | | |
| SIMMONS 1ST NATL CORP | CL A \$1 PAR | 828730200 | 286 | 10,566 | SH | X | | |
| SOUTHERN CO | COM | 842587107 | 4,338 | 113,822 | SH | X | | |
| SOUTHERN CO | COM | 842587107 | 194 | 5,085 | SH | | | X |
| SPRINT NEXTEL CORP | COM SER 1 | 852061100 | 508 | 109,466 | SH | X | | |
| STANTEC INC | COM | 85472N109 | 206 | 6,858 | SH | X | | |
| STAPLES INC | COM | 855030102 | 356 | 18,328 | SH | X | | |
| STRYKER CORP | COM | 863667101 | 583 | 9,592 | SH | X | | |
| SUBSEA 7 S A | SPONSORED ADR | 864323100 | 217 | 8,593 | SH | X | | |
| SWIFT TRANSN CO | CL A | 87074U101 | 179 | 12,180 | SH | X | | |
| TARGET CORP | COM | 87612E106 | 829 | 16,584 | SH | X | | |
| 3M CO | COM | 88579Y101 | 231 | 2,468 | SH | X | | |
| TIFFANY & CO NEW | COM | 886547108 | 212 | 3,458 | SH | X | | |
| TRIMBLE NAVIGATION LTD | COM | 896239100 | 602 | 11,910 | SH | X | | |
| TRINA SOLAR LIMITED | SPON ADR | 89628E104 | 223 | 7,419 | SH | X | | |
| TRUSTMARK CORP | COM | 898402102 | 327 | 13,965 | SH | X | | |
| USA TRUCK INC | COM | 902925106 | 203 | 15,613 | SH | X | | |
| ULTIMATE SOFTWARE GROUP INC | COM | 90385D107 | 206 | 3,498 | SH | X | | |
| UNION PAC CORP | COM | 907818108 | 236 | 2,404 | SH | X | | |
| UNION PAC CORP | COM | 907818108 | 433 | 4,400 | SH | | | X |
| UNITED STATES STL CORP NEW | COM | 912909108 | 222 | 4,124 | SH | X | | |
| UNITED TECHNOLOGIES CORP | COM | 913017109 | 359 | 4,243 | SH | X | | |
| V F CORP | COM | 918204108 | 362 | 3,672 | SH | X | | |
| VANGUARD STAR FD | TOTAL INTL | 921909602 | 469 | 28,867 | SH | X | | |
| VANGUARD WORLD FD | STK MEGA CAP INDEX | 921910873 | 3,235 | 71,745 | SH | X | | |
| VANGUARD EXPLORER FD INC | COM | 921926101 | 558 | 7,001 | SH | X | | |
| VANGUARD TAX-MANAGED FD | MSCI EAFE ETF | 921943858 | 1,367 | 36,632 | SH | X | | |
| VANGUARD INDEX FDS | 500 PORTFOLIO | 922908108 | 267 | 2,182 | SH | X | | |
| VANGUARD INDEX FDS | 500 PORTFOLIO | 922908108 | 97 | 795 | SH | | | X |
| VANGUARD INDEX FDS | VALUE PTF | 922908405 | 3,057 | 138,155 | SH | X | | |
| VANGUARD INDEX FDS | MID CAP ETF | 922908629 | 2,186 | 27,137 | SH | X | | |
| VANGUARD INDEX FDS | SMALL CP ETF | 922908751 | 1,499 | 18,971 | SH | X | | |
| VERIZON COMMUNICATIONS INC | COM | 92343V104 | 564 | 14,646 | SH | X | | |
| VERIZON COMMUNICATIONS INC | COM | 92343V104 | 48 | 1,241 | SH | | | X |
| VISA INC | COM CL A | 92826C839 | 211 | 2,868 | SH | X | | |
| VODAFONE GROUP PLC NEW | SPONS ADR NEW | 92857W209 | 474 | 16,477 | SH | X | | |
| VODAFONE GROUP PLC NEW | SPONS ADR | 92857W209 | 30 | 1,042 | SH | | | X |

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|---------------------|-----------------|-----------|-------|-----------|---|
| WT MUT FD | NEW CRM MDCP | 92934R769 | 238 | 7,741 SH | X |
| WAL MART STORES INC | VAL I COM | 931142103 | 1,105 | 21,235 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 DISCRETION | | |
|--|-------------------|-----------|-------------------|--------------------|------------|--------------|--------------------------|------------|------------|
| | | | | | | | SOLE (A) | SHR (B) | OTH (C) |
| WASHINGTON MUT INVS FD INC | COM | 939330106 | 840 | 29,216 SH | | | X | | |
| WESTERN UN CO | COM | 959802109 | 449 | 21,601 SH | | | X | | |
| WHITING PETE CORP | NEW COM | 966387102 | 228 | 3,099 SH | | | X | | |
| YANZHOU COAL MNG CO LTD | SPON ADR H SHS | 984846105 | 227 | 6,255 SH | | | X | | |
| YUM BRANDS INC | COM | 988498101 | 1,076 | 20,940 SH | | | X | | |
| Final Totals | | | 1,108,543 | 24,074,408 | | | | | |
| Form 13F Information Table Entry Total | | 292 | | | | | | | |

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