

ENTERGY MISSISSIPPI INC  
Form FWP  
June 09, 2009

**Filed Pursuant to Rule 433  
Registration No. 333-159164  
June 9, 2009**

**ENTERGY MISSISSIPPI, INC.**

**\$150,000,000**

**First Mortgage Bonds,  
6.64% Series due July 1, 2019**

Final Terms and Conditions

June 9, 2009

<b>Issuer:</b>	Entergy Mississippi, Inc.
<b>Market Type:</b>	First Mortgage Bonds (SEC Registered)
<b>Expected Ratings<sup>(1)</sup>:</b>	Baa2 (stable outlook) by Moody's Investors Service A- (negative outlook) by Standard & Poor's Ratings Services
<b>Trade Date:</b>	June 9, 2009
<b>Settlement Date (T+3):</b>	June 12, 2009
<b>Principal Amount:</b>	\$150,000,000
<b>Coupon:</b>	6.640%
<b>Coupon Payment Dates:</b>	January 1 and July 1 of each year
<b>First Payment Date:</b>	January 1, 2010
<b>Final Maturity:</b>	July 1, 2019
<b>Redemption Provisions:</b>	Make-whole call at any time at a discount rate of Treasury plus 50 bps
<b>UST Benchmark:</b>	3.125% due May 15, 2019
<b>Spread to UST Benchmark:</b>	+ 280 bps
<b>Treasury Price:</b>	94 - 02+

<b>Treasury Yield:</b>	3.848%
<b>Re-offer Yield:</b>	6.648%
<b>Issue Price to Public:</b>	99.936%
<b>Joint Book-Running Managers:</b>	Goldman, Sachs & Co. Scotia Capital (USA) Inc.
<b>Co-Manager:</b>	BNY Mellon Capital Markets, LLC
<b>CUSIP / ISIN:</b>	29364N AP3 / US29364NAP33

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<sup>1</sup> A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time. The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC website at [www.sec.gov](http://www.sec.gov).

Alternatively, a copy of the prospectus for the offering can be obtained by calling (i) Goldman, Sachs & Co. toll free at 1-866-471-2526, or (ii) Scotia Capital USA) Inc. toll free at 1-800-372-3930.