

Lay Carolyn B
 Form 4
 November 13, 2012

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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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 *
 Lay Carolyn B

2. Issuer Name and Ticker or Trading Symbol
 MIDSOUTH BANCORP INC
 [MSL]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 102 VERSAILLES BLVD
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 11/12/2012

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

LAFAYETTE, LA 70501
 (City) (State) (Zip)

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

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		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)
			(Instr. 8)	(Instr. 8)	(A) or (D)	Amount			
Common Stock	11/12/2012		M		D	\$ 0	290.32	D	
Common Stock	11/12/2012		M		D	\$ 0	686.79 ⁽¹⁾	D	
Common Stock	11/12/2012		M		D	\$ 0	2,957.22	I	ESOP

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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number.

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. Price or Amount of Underlying Securities (Instr. 3 and 4)
Stock Options	\$ 8.62	11/12/2012		M	546 (3)	(2) 02/10/2013	Common Stock	546 \$ 14
Stock Options	\$ 12.97	11/12/2012		M	0	(2) 05/23/2022	Common Stock	0 \$
Stock Options	\$ 19.68	11/12/2012		M	0	(2) 02/27/2014	Common Stock	0 \$
Stock Options	\$ 20.88	11/12/2012		M	0	(2) 12/15/2015	Common Stock	0 \$

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lay Carolyn B 102 VERSAILLES BLVD LAFAYETTE, LA 70501			Chief Retail Officer	

Signatures

Shaleen B Pellerin, Attorney
in Fact 11/13/2012

**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) Includes shares acquired in non-reportable dividend reinvestment transactions since the date of the last Form 4 filing.
- (2) Up to 20% of the total during the second year; up to 40% during the third year; up to 60% during the fourth year; up to 80% during the fifth year and during the sixth and each subsequent year until ten years from date of grant up to 100% of the total number of shares.

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(3) Exercise of Stock Options.

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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