

MCGRAW EDWARD ROBINSON
 Form 4
 January 21, 2009

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 MCGRAW EDWARD ROBINSON

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

P. O. BOX 709

01/16/2009

CEO & COB

(Street)

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

TUPELO, MS 38802

(City) (State) (Zip)

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)
			Code	V	Amount or Price		
Common Stock (Restricted)	01/16/2008		A		7,500	A (1)	\$ 17.03 15,000 D
Common Stock (Restricted)	01/16/2009		A		7,500	D (2)	\$ 17.63 7,500 D
Common Stock							9,030.6424 D
Common Stock							641.86 I custodian for
							18,074.03 D

Common Stock		
Common Stock	8,575	D
Common Stock	22,325	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)	
					(A)	(D)		Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 17.03	01/16/2009		A	22,500		(3) 01/01/2019	Common	22,500
Phantom Stock	(4)						(4) (4)	Common	2,269.68
Stock Option (Right to Buy)	\$ 17.63						(3) 01/01/2018	Common	22,500
Stock Option (Right to Buy)	\$ 8.47						(3) 01/01/2011	Common	22,500
Stock Option (Right to Buy)	\$ 15.64						(3) 01/01/2012	Common	22,500
Stock Option (Right to	\$ 18.77						(3) 01/01/2013	Common	22,500

Buy)						
Stock Option (Right to Buy)	\$ 22.23	(3)	01/01/2014	Common	22,500	
Stock Option (Right to Buy)	\$ 22.77	(3)	01/01/2015	Common	22,500	
Stock Option (Right to Buy)	\$ 21.93	(3)	01/01/2016	Common	22,500	
Stock Option (Right to Buy)	\$ 30.63	(3)	01/01/2017	Common	22,500	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCGRAW EDWARD ROBINSON P. O. BOX 709 TUPELO, MS 38802	X		CEO & COB	

Signatures

E. Robinson
McGraw

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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