

RENASANT CORP  
Form 4  
February 04, 2008

**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 \*  
**MATHEWS LARRY R**

(Last) (First) (Middle)

1323 STRATFORD ROAD SE

(Street)

DECATUR, AL 35601

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
**01/31/2008**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Executive Vice President

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 (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 Ownership (Instr. 4)	
Common Stock					26,398	I	Owner of Summit, LLC	
Common Stock (Restricted)					1,500 <sup>(1)</sup>	D		
Common Stock	01/31/2008		D	1,350 <sup>(4)</sup>	D <sup>(4)</sup>	<sup>(4)</sup>	900	D

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

**Persons who respond to the collection of information contained in this form are not**

SEC 1474 (9-02)

required to respond unless the form displays a currently valid OMB control 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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option (Right to Buy)	\$ 21.93					01/01/2007 <sup>(3)</sup>	01/01/2016 <sup>(3)</sup>	Common Stock	7,500
Employee Stock Option (Right to Buy)	\$ 30.63					01/01/2008 <sup>(3)</sup>	01/01/2017 <sup>(3)</sup>	Common Stock	7,500
Employee Stock Option (Right to Buy)	\$ 11.13					01/01/2005 <sup>(3)</sup>	12/17/2012 <sup>(3)</sup>	Common Stock	36,000
Phantom Stock	<u>(2)</u>					<u>(2)</u>	<u>(2)</u>	Common Stock	3,192
Employee Stock Option (Right to Buy)	\$ 17.63					01/01/2009 <sup>(3)</sup>	01/01/2018 <sup>(3)</sup>	Common Stock	7,500

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
			Executive Vice President	

MATHEWS LARRY R  
1323 STRATFORD ROAD SE  
DECATUR, AL 35601

## Signatures

Larry Mathews

02/04/2008

    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).  

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

(1) 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.

The phantom stock units are accrued under the Renasant DSU Plan. The units are settled 100% in the Company's common stock upon the

(2) 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.

(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 service measured from date of grant, respectively. The options expire ten (10) years from the grant date.

(4) This is the adjustment to the target amount of the 2007 performance based restricted stock previously reported.

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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