WAYCASTER C MITCHELL

Form 4

January 19, 2012

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB APPROVAL

OMB 3235-0287 Number:

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Check this box

if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Washington, D.C. 20549

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

Form 5

(Print or Type Responses)

			Symbol	•				5. Relationship of Reporting Person(s) to Issuer			
	KENASAI	RENASANT CORP [RNST]				(Check all applicable)					
(Last) (First) (Middle) P. O. BOX 709			(Month/Day/	3. Date of Earliest Transaction (Month/Day/Year) 01/17/2012				Director 10% Owner Sr. Executive Vice President			
	(Street) 4. If Amendm Filed(Month/I			Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
TUPELO, MS	38802							_ Form filed by Mo	re than One Rep	porting	
(City)	(State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									y Owned	
1.Title of Security (Instr. 3)	any		ecution Date, if	3. 4. Securities Acquire Transaction(A) or Disposed of (I Code (Instr. 3, 4 and 5) (Instr. 8)) Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code V	7 Amount	or	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)		
Common Stock (Performance Based Restricted)	01/17/20	12		J <u>(1)</u>	4,000	D	\$ 16.91	0	D		
Common Stock (Performance Based Restricted)	01/17/20	12		A	4,000	A	\$ 14.96	4,000 (2)	D		
Common Stock								5,759.42	D		

Common Stock

13,231.25 (3) I

401K

(9-02)

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transacti	5. Numbe orDerivative		6. Date Exercisable and Expiration Date		7. Title and Amount Underlying Securitie	
Security (Instr. 3)	or Exercise Price of Derivative Security	(any (Month/Day/Year)	Code (Instr. 8)	Securities	(A) or of (D)	(Month/Day/Year)		(Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amour or Number of Shar
Stock Option (Right to Buy)	\$ 15.64	12/31/2011		J <u>(4)</u>		7,875	01/01/2005	12/31/2011	Common	7,87
Stock Option (Right To Buy)	\$ 14.96	01/17/2012		A	10,000		<u>(5)</u>	01/16/2022	Common	10,00

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

WAYCASTER C MITCHELL P.O. BOX 709 **TUPELO, MS 38802**

Sr. Executive Vice President

Signatures

C. Mitchell 01/19/2012 Waycaster

**Signature of Date Reporting Person

2 Reporting Owners

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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) Shares previously reported were forfeited because the performance objectives for the 2011 Performance Cyle were not met.
 - 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 maxium
- (2) 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. These shares were awarded under the Renasant Bank 2011 LTIP Plan
- (3) Includes shares acquired between January 1, 2011 and December 21, 2011 under the Renasant Bank 401(k) plan.
- (4) Expiration of out-of-the-money derivative secutity.
 - Options issued under the Renasant 2011 LTIP Plan. Beginning with the issue date, equal installments of 33 1/3 of the option shares
- (5) 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.