RENASANT CORP

Form 4

February 19, 2014

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

if no longer

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 See Instruction

Washington, D.C. 20549

SECURITIES

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person * **GRAY JAMES W**

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Last) (First) (Middle)

(Street)

RENASANT CORP [RNST] 3. Date of Earliest Transaction

Director 10% Owner

(Check all applicable)

SEVP

P.O. BOX 709

(Month/Day/Year) 02/14/2014

X_ Officer (give title __ Other (specify below) below)

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Person

TUPELO, MS 38802

(City)	(State) (Zip)	Table I	- Non-Deri	vative Sec	curitie	s Acquir	ed, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securi on(A) or D (Instr. 3,	ispose 4 and (A) or	d of (D)	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)
Common Stock	02/14/2014		A	4,875 (1)	A	\$ 31.46	31,654.433	I	401K
Common Stock	02/14/2014		F	1,572 (2)	D	\$ 31.46	30,082.433	I	401K
Common Stock (Performance Based Restricted)	02/14/2014		A	1,625 (<u>3)</u>	A	\$ 19.14	8,375	D	
Common Stock	02/14/2014		A	4,875 (1)	D	\$ 19.14	3,500	D	

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(Performance Based

Restricted)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transacti	5. orNumber	6. Date Exerc Expiration D		7. Titl		8. Price of Derivative	9. Nu Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	, ,	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative			Secur		(Instr. 5)	Bene
	Derivative Security				Securities Acquired			(Instr.	. 3 and 4)		Owne Follo
	Security				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	•	Title .	Number		
				Code V	(A) (D)				of Shares		
				Code v	(Δ)				Silaies		

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				

GRAY JAMES W P.O. BOX 709

SEVP

TUPELO, MS 38802

Signatures

Jim Gray 02/19/2014 **Signature of Date Reporting Person

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).
- Number of shares of restricted stock awarded 1-1-2013 that vested after the performance evaluation. These shares are transferred from restricted stock to direct ownership.
- (2) Payment of tax liability on shares vested 12/31/2013.

(3)

Reporting Owners 2

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After the completion of the 2013 performance valuation, this is the adjustment to the previously reported performance based restricted stock.

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.