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BANCORPSOUTH INC
Form 13F-HR/A
February 14, 2011

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON D.C. 20549

FORM 13F

FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: December 31, 2010

Check here if Amendment [X]; Amendment Number: 1

This Amendment (Check only one): [] is a restatement
[] adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: BancorpSouth Inc.
Address: One Mississippi Plaza
201 South Spring Street
Tupelo MS 38804

Form 13F File Number: 28-10453

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it that all information contained herein is true correct and complete and that it is understood that all required items statements schedules lists and tables are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: Cathy S. Freeman
Title: Executive Vice President and Corporate Secretary
Phone: (662) 680-2084

Signature Place and Date of Signing:

| | | |
|----------------------|--------------------|-------------------|
| /s/ Cathy S. Freeman | Tupelo Mississippi | February 11, 2011 |
| ----- | ----- | ----- |
| [Signature] | [City State] | [Date] |

Report Type (Check only one.):

- 13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report.)
- 13F NOTICE. (Check here if no holdings reported are in this report and all holdings are reported by other reporting manager(s).)
- 13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

List of Other Managers Reporting for this Manager: None.

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FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 1
 Form 13F Information Table Entry Total: 273
 Form 13F Information Table Value Total: \$1,108,474
 (thousands)

LIST OF OTHER INCLUDED MANAGERS:

Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional investment managers with respect to which this report is filed other than the manager filing this report.

| No. | Form 13F File Number | Name |
|-----|----------------------|-------------------|
| 1 | 28-10939 | BancorpSouth Bank |

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FORM 13F INFORMATION TABLE

| NAME OF ISSUER | TITLE OF CLASS | CUSIP | MKT VAL x 1000 | Shares/ PRN Amt | SH/ PUT/ PRN CALL | INVESTMENT DISCRETION | | | | S |
|------------------------------|----------------|-----------|----------------|-----------------|-------------------|-----------------------|---------|---------|---------|---|
| | | | | | | SOLE (A) | SHR (B) | OTH (C) | OTH MGR | |
| LAZARD LTD | SHS A | G54050102 | 241 | 6,095 | SH | X | | | 1 | |
| MARVELL TECHNOLOGY GROUP LTD | ORD | G5876H105 | 332 | 17,898 | SH | X | | | 1 | 1 |
| SEAGATE TECHNOLOGY PLC | SHS | G7945M107 | 187 | 12,418 | SH | X | | | 1 | 1 |
| SIGNET JEWELERS LIMITED | SHS | G81276100 | 210 | 4,830 | SH | X | | | 1 | |
| ACE LTD | SHS | H0023R105 | 283 | 4,552 | SH | X | | | 1 | |
| ACE LTD | SHS | H0023R105 | 0 | 0 | SH | | | X | 1 | |
| NOBLE CORPORATION BAAR | NAMEN | H5833N103 | 203 | 5,674 | SH | X | | | 1 | |
| | -AKT | | | | | | | | | |
| CHECK POINT SOFTWARE TECH LT | ORD | M22465104 | 213 | 4,602 | SH | X | | | 1 | |
| AERCAP HOLDINGS NV | SHS | N00985106 | 180 | 12,719 | SH | X | | | 1 | 1 |
| VISTAPRINT N V | SHS | N93540107 | 229 | 4,976 | SH | X | | | 1 | |
| COPA HOLDINGS SA | CL A | P31076105 | 232 | 3,945 | SH | X | | | 1 | |
| FLEXTRONICS INTL LTD | ORD | Y2573F102 | 443 | 56,483 | SH | X | | | 1 | 5 |
| AT&T INC | COM | 00206R102 | 902 | 30,716 | SH | X | | | 1 | 2 |
| AT&T INC | COM | 00206R102 | 159 | 5,415 | SH | | | X | 1 | |
| ABBOTT LABS | COM | 002824100 | 738 | 15,399 | SH | X | | | 1 | 1 |
| ABBOTT LABS | COM | 002824100 | 193 | 4,036 | SH | | | X | 1 | |
| ACERGY S A | SPONSORED | 00443E104 | 206 | 8,469 | SH | X | | | 1 | |
| | ADR | | | | | | | | | |
| AIR PRODS & CHEMS INC | COM | 009158106 | 638 | 7,019 | SH | X | | | 1 | |
| ALLSCRIPTS HEALTHCARE SOLUTN | COM | 01988P108 | 380 | 19,694 | SH | X | | | 1 | 1 |
| ALPHA NATURAL RESOURCES INC | COM | 02076X102 | 206 | 3,425 | SH | X | | | 1 | |
| ALTRIA GROUP INC | COM | 02209S103 | 496 | 20,166 | SH | X | | | 1 | 1 |
| ALTRIA GROUP INC | COM | 02209S103 | 5 | 206 | SH | | | X | 1 | |
| AMERICAN EXPRESS CO | COM | 025816109 | 583 | 13,594 | SH | X | | | 1 | 1 |
| AMERIPRISE FINL INC | COM | 03076C106 | 287 | 4,991 | SH | X | | | 1 | |
| AMGEN INC | COM | 031162100 | 435 | 7,918 | SH | X | | | 1 | |
| AMPHENOL CORP NEW | CL A | 032095101 | 310 | 5,866 | SH | X | | | 1 | |

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| | | | | | | | | | | | |
|----------------------------|-----------|-----------|-------|---------|----|---|--|--|---|---|----|
| APACHE CORP | COM | 037411105 | 387 | 3,242 | SH | X | | | | 1 | |
| APPLE INC | COM | 037833100 | 1,394 | 4,321 | SH | X | | | | 1 | |
| APPLIED MATLS INC | COM | 038222105 | 329 | 23,415 | SH | X | | | | 1 | 2 |
| ARCHER DANIELS MIDLAND CO | COM | 039483102 | 410 | 13,630 | SH | X | | | | 1 | 1 |
| ARTIO GLOBAL INVT FDS | INTL EQ | 04315J506 | 218 | 7,239 | SH | X | | | | 1 | |
| | CL I | | | | | | | | | | |
| ATMEL CORP | COM | 049513104 | 254 | 20,632 | SH | X | | | | 1 | 2 |
| AUTODESK INC | COM | 052769106 | 409 | 10,718 | SH | X | | | | 1 | 1 |
| BASF SE | SPONSORED | 055262505 | 203 | 2,526 | SH | X | | | | 1 | |
| | ADR | | | | | | | | | | |
| BP PLC | SPONSORED | 055622104 | 282 | 6,378 | SH | X | | | | 1 | |
| | ADR | | | | | | | | | | |
| BP PLC | SPONSORED | 055622104 | 124 | 2,800 | SH | | | | X | 1 | |
| | ADR | | | | | | | | | | |
| BALDOR ELEC CO | COM | 057741100 | 9,866 | 156,506 | SH | X | | | | 1 | 15 |
| BALLY TECHNOLOGIES INC | COM | 05874B107 | 216 | 5,129 | SH | X | | | | 1 | |
| BANCO SANTANDER BRASIL S A | ADS REP | 05967A107 | 156 | 11,501 | SH | X | | | | 1 | 1 |

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| NAME OF ISSUER | TITLE OF CLASS | CUSIP | MKT VAL x 1000 | Shares/ PRN Amt | SH/ PUT/ PRN CALL | INVESTMENT DISCRETION | | | | S | |
|------------------------------|----------------|-----------|----------------|-----------------|-------------------|-----------------------|---------|---------|---------|---|----|
| | | | | | | SOLE (A) | SHR (B) | OTH (C) | OTH MGR | | |
| | 1 UNIT | | | | | | | | | | |
| BANCORPSOUTH INC | COM | 059692103 | 17,139 | 1,074,517 | SH | X | | | | 1 | 95 |
| BANCORPSOUTH INC | COM | 059692103 | 179 | 11,192 | SH | | | X | | 1 | |
| BANK OF AMERICA CORPORATION | COM | 060505104 | 337 | 25,282 | SH | X | | | | 1 | 2 |
| BANK OF THE OZARKS INC | COM | 063904106 | 2,603 | 60,051 | SH | X | | | | 1 | 6 |
| BARON INVT FDS TR | SMALL | 068278308 | 212 | 8,912 | SH | X | | | | 1 | |
| | CAP FD | | | | | | | | | | |
| BAXTER INTL INC | COM | 071813109 | 582 | 11,507 | SH | X | | | | 1 | 1 |
| BERKSHIRE HATHAWAY INC DEL | CL B NEW | 084670702 | 911 | 11,371 | SH | X | | | | 1 | 1 |
| BEST BUY INC | COM | 086516101 | 212 | 6,172 | SH | X | | | | 1 | |
| BRISTOL MYERS SQUIBB CO | COM | 110122108 | 374 | 14,111 | SH | X | | | | 1 | |
| BRISTOL MYERS SQUIBB CO | COM | 110122108 | 9 | 328 | SH | | | X | | 1 | |
| BROADCOM CORP | CL A | 111320107 | 688 | 15,807 | SH | X | | | | 1 | 1 |
| CVS CAREMARK CORPORATION | COM | 126650100 | 271 | 7,808 | SH | X | | | | 1 | |
| CATERPILLAR INC DEL | COM | 149123101 | 419 | 4,475 | SH | X | | | | 1 | |
| CELESTICA INC | SUB VTG | 15101Q108 | 176 | 18,190 | SH | X | | | | 1 | 1 |
| | SHS | | | | | | | | | | |
| 1CELGENE CORP | COM | 151020104 | 421 | 7,120 | SH | X | | | | 1 | |
| CEPHEID | COM | 15670R107 | 237 | 10,436 | SH | X | | | | 1 | 1 |
| CENTURYLINK INC | COM | 156700106 | 194 | 4,208 | SH | X | | | | 1 | |
| CENTURYLINK INC | COM | 156700106 | 7 | 142 | SH | | | X | | 1 | |
| CHEVRON CORP NEW | COM | 166764100 | 1,996 | 21,876 | SH | X | | | | 1 | 2 |
| CHEVRON CORP NEW | COM | 166764100 | 732 | 8,025 | SH | | | X | | 1 | |
| CHICAGO BRIDGE & IRON CO | N V N Y | 167250109 | 210 | 6,387 | SH | X | | | | 1 | |
| | REGISTRY | | | | | | | | | | |
| | SH | | | | | | | | | | |
| CISCO SYS INC | COM | 17275R102 | 730 | 36,087 | SH | X | | | | 1 | 3 |
| CITIZENS HLDG CO MISS | COM | 174715102 | 3,359 | 158,987 | SH | X | | | | 1 | 15 |
| CITRIX SYS INC | COM | 177376100 | 206 | 3,009 | SH | X | | | | 1 | |
| CLIFFS NATURAL RESOURCES INC | COM | 18683K101 | 782 | 10,020 | SH | X | | | | 1 | 1 |

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| | | | | | | | | | | |
|------------------------------|------|-----------|-----|--------|----|---|--|---|---|---|
| COCA COLA CO | COM | 191216100 | 756 | 11,493 | SH | X | | | 1 | 1 |
| COCA COLA CO | COM | 191216100 | 322 | 4,898 | SH | | | X | 1 | |
| COGNIZANT TECHNOLOGY SOLUTIO | CL A | 192446102 | 228 | 3,108 | SH | X | | | 1 | |
| COLGATE PALMOLIVE CO | COM | 194162103 | 258 | 3,216 | SH | X | | | 1 | |
| COLUMBIA ACORN TR | INTL | 197199763 | 201 | 7,094 | SH | X | | | 1 | |
| SELECT Z | | | | | | | | | | |
| COMPANHIA DE BEBIDAS DAS AME | SPON | 20441W203 | 209 | 6,720 | SH | X | | | 1 | |
| ADR PFD | | | | | | | | | | |
| CONCUR TECHNOLOGIES INC | COM | 206708109 | 258 | 4,963 | SH | X | | | 1 | |
| CONOCOPHILLIPS | COM | 20825C104 | 443 | 6,501 | SH | X | | | 1 | |
| CONOCOPHILLIPS | COM | 20825C104 | 7 | 96 | SH | | | X | 1 | |
| MONTGOMERY EXPLORATION 10.87 | | 216000992 | 227 | 1 | SH | X | | | 1 | |
| CORNING INC | COM | 219350105 | 601 | 31,094 | SH | X | | | 1 | 3 |
| CULLEN FROST BANKERS INC | COM | 229899109 | 242 | 3,961 | SH | X | | | 1 | |
| CUMMINS INC | COM | 231021106 | 221 | 2,007 | SH | X | | | 1 | |

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| NAME OF ISSUER | TITLE OF CLASS | CUSIP | MKT VAL x 1000 | Shares/ PRN Amt | SH/ PUT/ PRN CALL | INVESTMENT DISCRETION | | | | S |
|-----------------------------|----------------|-----------|----------------|-----------------|-------------------|-----------------------|---------|---------|---------|----|
| | | | | | | SOLE (A) | SHR (B) | OTH (C) | OTH MGR | |
| CYPRESS SEMICONDUCTOR CORP | COM | 232806109 | 235 | 12,633 | SH | X | | | 1 | 1 |
| DWS VALUE SER INC | SMCP | 23338F754 | 17,417 | 465,827 | SH | X | | | 1 | 46 |
| | VALF | | | | | | | | | |
| | INST | | | | | | | | | |
| DWS VALUE SER INC | SMCP | 23338F754 | 95 | 2,537 | SH | | | X | 1 | |
| | VALF | | | | | | | | | |
| | INST | | | | | | | | | |
| DANAHER CORP DEL | COM | 235851102 | 215 | 4,567 | SH | X | | | 1 | |
| DEERE & CO | COM | 244199105 | 1,164 | 14,018 | SH | X | | | 1 | 1 |
| DELTIC TIMBER CORP | COM | 247850100 | 356 | 6,324 | SH | X | | | 1 | |
| DELTIC TIMBER CORP | COM | 247850100 | 23,423 | 415,743 | SH | | | X | 1 | |
| DENBURY RES INC | COM NEW | 247916208 | 215 | 11,258 | SH | X | | | 1 | 1 |
| DEVON ENERGY CORP NEW | COM | 25179M103 | 299 | 3,805 | SH | X | | | 1 | |
| DEVRY INC DEL | COM | 251893103 | 200 | 4,171 | SH | X | | | 1 | |
| DODGE & COX STK FD | COM | 256219106 | 33,491 | 310,795 | SH | X | | | 1 | 30 |
| DODGE & COX STK FD | COM | 256219106 | 190 | 1,761 | SH | | | X | 1 | |
| DREYFUS APPRECIATION FD INC | COM | 261970107 | 1,534 | 40,160 | SH | X | | | 1 | 4 |
| DUKE ENERGY CORP NEW | COM | 26441C105 | 271 | 15,210 | SH | X | | | 1 | 1 |
| DUKE ENERGY CORP NEW | COM | 26441C105 | 6 | 358 | SH | | | X | 1 | |
| ERHC ENERGY INC | COM | 26884J104 | 2 | 10,000 | SH | X | | | 1 | 1 |
| EAST WEST BANCORP INC | COM | 27579R104 | 270 | 13,810 | SH | X | | | 1 | 1 |
| EMERSON ELEC CO | COM | 291011104 | 1,114 | 19,480 | SH | X | | | 1 | 1 |
| EXPRESS SCRIPTS INC | COM | 302182100 | 1,521 | 28,143 | SH | X | | | 1 | 2 |
| EXXON MOBIL CORP | COM | 30231G102 | 5,501 | 75,235 | SH | X | | | 1 | 6 |
| EXXON MOBIL CORP | COM | 30231G102 | 1,070 | 14,630 | SH | | | X | 1 | |
| FAIRHOLME FD | COM | 304871106 | 212 | 5,947 | SH | X | | | 1 | |
| FEDERATED EQUITY FDS | INTRCNTL | 314172461 | 38,180 | 765,584 | SH | X | | | 1 | 76 |
| | INST | | | | | | | | | |
| FEDERATED EQUITY FDS | INTRCNTL | 314172461 | 190 | 3,803 | SH | | | X | 1 | |
| | INST | | | | | | | | | |
| FEDERATED TOTAL RETURN SERS | ULSHT | 31428Q747 | 115 | 12,478 | SH | X | | | 1 | 1 |
| | INST NEW | | | | | | | | | |

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|-------------------------|----------|-----------|--------|-----------|----|---|--|--|---|------|
| FIDELITY CONTRAFUND INC | NEW | 316071604 | 34,322 | 1,704,153 | SH | X | | | 1 | 1,69 |
| | INSIGHTS | | | | | | | | | |
| | I | | | | | | | | | |
| FIDELITY CONTRAFUND INC | NEW | 316071604 | 190 | 9,439 | SH | | | | X | 1 |
| | INSIGHTS | | | | | | | | | |
| | I | | | | | | | | | |
| FIDELITY PURITAN TR | LOW | 316345305 | 34,631 | 902,307 | SH | X | | | | 1 |
| | PRICE | | | | | | | | | |
| | STK | | | | | | | | | |
| FIDELITY PURITAN TR | LOW | 316345305 | 243 | 6,342 | SH | | | | X | 1 |
| | PRICE | | | | | | | | | |
| | STK | | | | | | | | | |
| FLOWSERVE CORP | COM | 34354P105 | 239 | 2,001 | SH | X | | | | 1 |

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| NAME OF ISSUER | TITLE OF CLASS | CUSIP | MKT VAL x 1000 | Shares/ PRN Amt | SH/ PUT/ PRN CALL | INVESTMENT DISCRETION | | | | S | |
|-------------------------------|----------------|-----------|----------------|-----------------|-------------------|-----------------------|---------|---------|---------|---|---|
| | | | | | | SOLE (A) | SHR (B) | OTH (C) | OTH MGR | | |
| GENERAL ELECTRIC CO | COM | 369604103 | 725 | 39,620 | SH | X | | | | 1 | 3 |
| GENERAL MLS INC | COM | 370334104 | 228 | 6,404 | SH | X | | | | | 1 |
| GLAXOSMITHKLINE PLC | SPONSORED ADR | 37733W105 | 193 | 4,932 | SH | X | | | | | 1 |
| GLAXOSMITHKLINE PLC | SPONSORED ADR | 37733W105 | 8 | 202 | SH | | | | X | | 1 |
| GOOGLE INC | CL A | 38259P508 | 606 | 1,021 | SH | X | | | | | 1 |
| GROWTH FD AMER INC | CL R-5 SHARES | 399874833 | 232 | 7,620 | SH | X | | | | | 1 |
| 1RESTER ENTERPRISES LP 5% INT | | 404005993 | 211 | 1 | SH | X | | | | | 1 |
| RESTER ENTERPRISES LP 8% INT | | 405002999 | 337 | 1 | SH | X | | | | | 1 |
| HALLIBURTON CO | COM | 406216101 | 216 | 5,284 | SH | X | | | | | 1 |
| RESTER ENTERPRISES LP 8% INT | | 407000991 | 337 | 1 | SH | X | | | | | 1 |
| HASBRO INC | COM | 418056107 | 257 | 5,457 | SH | X | | | | | 1 |
| DAVIS FAMILY HOLDINGS LP | | 419002993 | 1,194 | 0 | SH | X | | | | | 1 |
| HEINZ H J CO | COM | 423074103 | 245 | 4,954 | SH | X | | | | | 1 |
| HEINZ H J CO | COM | 423074103 | 8 | 168 | SH | | | | X | | 1 |
| HESS CORP | COM | 42809H107 | 326 | 4,256 | SH | X | | | | | 1 |
| HEWLETT PACKARD CO | COM | 428236103 | 239 | 5,683 | SH | X | | | | | 1 |
| KEY COLONY | | 430004994 | 694 | 1 | SH | | | | X | | 1 |
| JOHNSTON ENTERPRISES, L.P. | | 432004992 | 1,389 | 0 | SH | X | | | | | 1 |
| GURDON TIMBER LTD 36.494% | | 434002994 | 500 | 1 | SH | X | | | | | 1 |
| WOODLAND HILLS LIMITED PARTN | | 435001995 | 220 | 25 | SH | X | | | | | 1 |
| SUNNYDALE LIMITED PARTNERSHI | | 436001994 | 1,558 | 88 | SH | X | | | | | 1 |
| WEH PROPERTIES LIMITED PARTN | | 436002992 | 410 | 86 | SH | X | | | | | 1 |
| CRICKET LIMITED PARTNERSHIP | | 436003990 | 941 | 28 | SH | X | | | | | 1 |
| MCM TIMBER 3.021% INTEREST | | 438002990 | 243 | 1 | SH | X | | | | | 1 |
| MCM TIMBER 3.020% INTEREST | | 438003998 | 243 | 1 | SH | X | | | | | 1 |
| MCM TIMBER 1.510% INTEREST | | 438004996 | 1,598 | 2 | SH | X | | | | | 1 |
| HONEYWELL INTL INC | COM | 438516106 | 355 | 6,686 | SH | X | | | | | 1 |
| MARIE P CARTER ENTERPRISES L | | 439004995 | 1,623 | 1 | SH | X | | | | | 1 |
| OAK GROVE LAND CO, L.P. 12.5 | | 440000990 | 265 | 3 | SH | X | | | | | 1 |
| REED HOLDINGS PARTNERSHIP, L | | 441002995 | 1,104 | 71 | SH | X | | | | | 1 |

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|------------------------------|-----------|-------|--------|----|---|--|--|--|---|---|
| MCM TIMBER 12% INTEREST | 442000998 | 966 | 1 | SH | X | | | | | 1 |
| CABEARK, LP 14.1179% INTERES | 443003991 | 422 | 1 | SH | X | | | | | 1 |
| DCT OPERATING PARTNERSHIP | 443004999 | 580 | 75,518 | SH | X | | | | | 1 |
| CABEARK, LP 84.8821% INTERES | 444003990 | 2,535 | 1 | SH | X | | | | | 1 |
| CABE-LONG PROPERTIES, LTD | 444005995 | 308 | 4 | SH | X | | | | | 1 |
| MCMILLON PROPERTIES L/P | 445000995 | 2,183 | 96 | SH | X | | | | | 1 |
| CABE-LONG PROPERTIES, LTD | 445001993 | 1,682 | 4 | SH | X | | | | | 1 |
| CABE-LONG PROPERTIES, LTD | 445003999 | 2,831 | 1 | SH | X | | | | | 1 |
| LONGENECKER PARTNERS GENERAL | 448001990 | 4,052 | 99 | SH | | | | | X | 1 |
| 1.08% LLC INTEREST IN | 448005991 | 300 | 1 | SH | X | | | | | 1 |
| TALL PINES, LLC | 449001999 | 992 | 50 | SH | X | | | | | 1 |

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| NAME OF ISSUER | TITLE OF CLASS | CUSIP | MKT VAL x 1000 | Shares/ PRN Amt | SH/ PUT/ PRN CALL | INVESTMENT DISCRETION | | | | S |
|------------------------------|-------------------|-----------|----------------|-----------------|-------------------|-----------------------|---------|---------|---------|----|
| | | | | | | SOLE (A) | SHR (B) | OTH (C) | OTH MGR | |
| DONOVAN INVESTMENTS, LLC | | 449003995 | 4,640 | 99 | SH | X | | | | 1 |
| IAMGOLD CORP | COM | 450913108 | 197 | 11,086 | SH | X | | | | 1 |
| ILLINOIS TOOL WKS INC | COM | 452308109 | 258 | 4,824 | SH | X | | | | 1 |
| INTEL CORP | COM | 458140100 | 759 | 36,092 | SH | X | | | | 3 |
| INTEL CORP | COM | 458140100 | 67 | 3,200 | SH | F | | X | | 1 |
| INTERNATIONAL BUSINESS MACHS | COM | 459200101 | 765 | 5,210 | SH | X | | | | 1 |
| INVESTMENT CO AMER | CL A | 461308108 | 1,160 | 41,181 | SH | X | | | | 4 |
| JDS UNIPHASE CORP | COM PAR \$0.001 | 46612J507 | 155 | 10,702 | SH | X | | | | 1 |
| JPMORGAN CHASE & CO | COM | 46625H100 | 322 | 7,592 | SH | X | | | | 1 |
| JPMORGAN CHASE & CO | COM | 46625H100 | 83 | 1,956 | SH | | | X | | 1 |
| JANUS INVT FD | GLOBAL | 471023648 | 205 | 17,287 | SH | X | | | | 1 |
| JANUS INVT FD | SEL FD T OVERSEAS | 47103C449 | 260 | 5,148 | SH | X | | | | 1 |
| | FD SHS | | | | | | | | | |
| JOHNSON & JOHNSON | COM | 478160104 | 1,358 | 21,954 | SH | X | | | | 2 |
| JOHNSON & JOHNSON | COM | 478160104 | 352 | 5,699 | SH | | | X | | 1 |
| JOHNSON CTLS INC | COM | 478366107 | 238 | 6,220 | SH | X | | | | 1 |
| JUNIPER NETWORKS INC | COM | 48203R104 | 1,003 | 27,175 | SH | X | | | | 2 |
| KBR INC | COM | 48242W106 | 206 | 6,755 | SH | X | | | | 1 |
| K L S ENVIRO RES INC | COM | 482530102 | 0 | 125,000 | SH | X | | | | 12 |
| KIMBERLY CLARK CORP | COM | 494368103 | 249 | 3,955 | SH | X | | | | 1 |
| KIMBERLY CLARK CORP | COM | 494368103 | 8 | 130 | SH | | | X | | 1 |
| KRAFT FOODS INC | CL A | 50075N104 | 236 | 7,474 | SH | X | | | | 1 |
| LENDER PROCESSING SVCS INC | COM | 52602E102 | 216 | 7,316 | SH | X | | | | 1 |
| LILLY ELI & CO | COM | 532457108 | 198 | 5,649 | SH | X | | | | 1 |
| LILLY ELI & CO | COM | 532457108 | 35 | 993 | SH | | | X | | 1 |
| LONGLEAF PARTNERS FDS TR | SH BEN INTL | 543069108 | 250 | 8,830 | SH | X | | | | 1 |
| 1LORD ASSET MGMT TR | T WHITE INTL | 543917108 | 205 | 11,912 | SH | X | | | | 1 |
| LOWES COS INC | COM | 548661107 | 226 | 9,000 | SH | X | | | | 1 |
| MFS SER TR I | VALUE | 552983801 | 214 | 9,379 | SH | X | | | | 1 |
| | FD CL A | | | | | | | | | |
| MANULIFE FINL CORP | COM | 56501R106 | 323 | 18,800 | SH | X | | | | 1 |
| MCDONALDS CORP | COM | 580135101 | 629 | 8,196 | SH | X | | | | 1 |

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|--------------------------|-----|-----------|-------|---------|----|---|--|---|---|
| MCDONALDS CORP | COM | 580135101 | 9 | 117 | SH | | | X | 1 |
| MEDNAX INC | COM | 58502B106 | 338 | 5,019 | SH | X | | | 1 |
| MEDTRONIC INC | COM | 585055106 | 257 | 6,925 | SH | X | | | 1 |
| MERCK & CO INC NEW | COM | 58933Y105 | 261 | 7,250 | SH | X | | | 1 |
| METLIFE INC | COM | 59156R108 | 251 | 5,640 | SH | X | | | 1 |
| MICROSOFT CORP | COM | 594918104 | 1,156 | 41,427 | SH | X | | | 1 |
| COLLABRX SER A PFD STOCK | | 601A4X997 | 634 | 446,227 | SH | | | X | 1 |
| MONTGOMERY EXPLORATION | | 601A5Z991 | 295 | 1 | SH | X | | | 1 |
| MURPHY OIL CORP | COM | 626717102 | 6,030 | 80,879 | SH | X | | | 1 |

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| NAME OF ISSUER | TITLE OF CLASS | CUSIP | MKT VAL x 1000 | Shares/ PRN Amt | SH/ PUT/ PRN CALL | INVESTMENT DISCRETION | | | | S |
|------------------------------|----------------|-----------|----------------|-----------------|-------------------|-----------------------|---------|---------|---------|------|
| | | | | | | SOLE (A) | SHR (B) | OTH (C) | OTH MGR | |
| MURPHY OIL CORP | COM | 626717102 | 559,351 | 7,503,034 | SH | | | X | 1 | |
| MUTUAL SER FD INC | SHS FD | 628380107 | 351 | 16,903 | SH | | | X | 1 | 1 |
| MUTUAL SER FD INC | CL Z | | | | | | | | | |
| MUTUAL SER FD INC | BEACON | 628380305 | 165 | 13,366 | SH | | | X | 1 | 1 |
| MUTUAL SER FD INC | FD Z | | | | | | | | | |
| MUTUAL SER FD INC | GBL | 628380404 | 34,691 | 1,174,757 | SH | X | | | 1 | 1,17 |
| MUTUAL SER FD INC | DISCVR | | | | | | | | | |
| MUTUAL SER FD INC | FD Z | | | | | | | | | |
| MUTUAL SER FD INC | GBL | 628380404 | 179 | 6,070 | SH | X | | | 1 | |
| MUTUAL SER FD INC | DISCVR | | | | | | | | | |
| MUTUAL SER FD INC | FD Z | | | | | | | | | |
| MYLAN INC | COM | 628530107 | 220 | 10,408 | SH | X | | | 1 | 1 |
| NATIONAL OILWELL VARCO INC | COM | 637071101 | 325 | 4,833 | SH | X | | | 1 | |
| NESTLE S A | SPONSORED | 641069406 | 331 | 5,630 | SH | X | | | 1 | |
| NETAPP INC | ADR | | | | | | | | | |
| NETAPP INC | COM | 64110D104 | 757 | 13,767 | SH | X | | | 1 | 1 |
| NEW PERSPECTIVE FD INC | COM | 648018109 | 726 | 25,380 | SH | X | | | 1 | 2 |
| NORFOLK SOUTHERN CORP | COM | 655844108 | 379 | 6,029 | SH | X | | | 1 | |
| OCCIDENTAL PETE CORP DEL | COM | 674599105 | 269 | 2,742 | SH | X | | | 1 | |
| ON SEMICONDUCTOR CORP | COM | 682189105 | 197 | 19,910 | SH | X | | | 1 | 1 |
| ORACLE CORP | COM | 68389X105 | 244 | 7,802 | SH | X | | | 1 | |
| O REILLY AUTOMOTIVE INC | COM | 686091109 | 559 | 9,168 | SH | X | | | 1 | |
| PDL BIOPHARMA INC | COM | 69329Y104 | 187 | 30,000 | SH | | | X | 1 | |
| PEPSICO INC | COM | 713448108 | 727 | 11,127 | SH | X | | | 1 | 1 |
| PEPSICO INC | COM | 713448108 | 72 | 1,100 | SH | | | X | 1 | |
| PFIZER INC | COM | 717081103 | 399 | 22,805 | SH | X | | | 1 | 2 |
| PFIZER INC | COM | 717081103 | 25 | 1,420 | SH | | | X | 1 | |
| PHILIP MORRIS INTL INC | COM | 718172109 | 884 | 15,099 | SH | X | | | 1 | 1 |
| PHILIP MORRIS INTL INC | COM | 718172109 | 7 | 118 | SH | | | X | 1 | |
| POTASH CORP SASK INC | COM | 73755L107 | 523 | 3,380 | SH | X | | | 1 | |
| PRECISION CASTPARTS CORP | COM | 740189105 | 314 | 2,253 | SH | X | | | 1 | |
| PRICE T ROWE GROUP INC | COM | 74144T108 | 1,024 | 15,870 | SH | X | | | 1 | 1 |
| PRICE T ROWE GROWTH STK FD I | COM | 741479109 | 36,806 | 1,144,807 | SH | X | | | 1 | 1,14 |
| PRICE T ROWE GROWTH STK FD I | COM | 741479109 | 270 | 8,396 | SH | | | X | 1 | |
| PROCTER & GAMBLE CO | COM | 742718109 | 2,260 | 35,131 | SH | X | | | 1 | 3 |
| PROCTER & GAMBLE CO | COM | 742718109 | 390 | 6,059 | SH | | | X | 1 | |
| RALCORP HLDGS INC NEW | COM | 751028101 | 393 | 6,050 | SH | X | | | 1 | |

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| | | | | | | | | | |
|------------------------------|---------|-----------|--------|-----------|----|---|---|--|------|
| RAYTHEON CO | COM NEW | 755111507 | 273 | 5,882 | SH | X | | | 1 |
| REGIONS FINANCIAL CORP NEW | COM | 7591EP100 | 248 | 35,464 | SH | X | | | 2 |
| REGIONS FINANCIAL CORP NEW | COM | 7591EP100 | 15 | 2,205 | SH | | X | | 1 |
| RENASANT CORP | COM | 75970E107 | 852 | 50,356 | SH | X | | | 5 |
| ROLLINS INC | COM | 775711104 | 215 | 10,897 | SH | X | | | 1 |
| ROWE T PRICE EQUITY INCOME F | SH BEN | 779547108 | 33,305 | 1,405,861 | SH | X | | | 1,40 |
| | INT | | | | | | | | |

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| NAME OF ISSUER | TITLE OF CLASS | CUSIP | MKT VAL x 1000 | Shares/ PRN Amt | SH/ PUT/ PRN CALL | INVESTMENT DISCRETION | | | |
|------------------------------|----------------|-----------|-------------------|--------------------|-------------------------|-----------------------|---------|---------|---------|
| | | | | | | SOLE (A) | SHR (B) | OTH (C) | OTH MGR |
| ROWE T PRICE EQUITY INCOME F | SH BEN | 779547108 | 189 | 7,956 | SH | | | X | 1 |
| | INT | | | | | | | | |
| ROWE T PRICE MID-CAP GROWTH | COM | 779556109 | 51,152 | 873,942 | SH | X | | | 1 |
| ROWE T PRICE MID-CAP GROWTH | COM | 779556109 | 283 | 4,829 | SH | | | X | 1 |
| ROWE T PRICE MID CAP VALUE F | COM | 77957Y106 | 244 | 10,282 | SH | X | | | 1 |
| ROYAL DUTCH SHELL PLC | SPON | 780259107 | 217 | 3,252 | SH | X | | | 1 |
| | ADR B | | | | | | | | |
| ROYAL DUTCH SHELL PLC | SPON | 780259107 | 112 | 1,686 | SH | | | X | 1 |
| | ADR B | | | | | | | | |
| ROYAL DUTCH SHELL PLC | SPONS | 780259206 | 102 | 1,524 | SH | X | | | 1 |
| | ADR A | | | | | | | | |
| ROYAL DUTCH SHELL PLC | SPONS | 780259206 | 214 | 3,200 | SH | | | X | 1 |
| | ADR A | | | | | | | | |
| ROYCE FD | PENN | 780905840 | 37,256 | 3,197,937 | SH | X | | | 1 |
| | MUT INV | | | | | | | | 3 |
| ROYCE FD | PENN | 780905840 | 193 | 16,595 | SH | X | | | 1 |
| | MUT INV | | | | | | | | |
| 1SEI INVESTMENTS CO | COM | 784117103 | 230 | 9,653 | SH | X | | | 1 |
| SPDR GOLD TRUST | GOLD SHS | 78463V107 | 307 | 2,212 | SH | X | | | 1 |
| SCHLUMBERGER LTD | COM | 806857108 | 265 | 3,173 | SH | X | | | 1 |
| SHERWIN WILLIAMS CO | COM | 824348106 | 271 | 3,235 | SH | X | | | 1 |
| SIMMONS 1ST NATL CORP | CL A \$1 | 828730200 | 301 | 10,566 | SH | X | | | 1 |
| | PAR | | | | | | | | |
| SOUTHERN CO | COM | 842587107 | 4,313 | 112,823 | SH | X | | | 1 |
| SOUTHERN CO | COM | 842587107 | 187 | 4,893 | SH | | | X | 1 |
| SPRINT NEXTEL CORP | COM SER | 852061100 | 212 | 50,000 | SH | X | | | 1 |
| | 1 | | | | | | | | |
| STAPLES INC | COM | 855030102 | 436 | 19,144 | SH | X | | | 1 |
| STRYKER CORP | COM | 863667101 | 562 | 10,458 | SH | X | | | 1 |
| TARGET CORP | COM | 87612E106 | 992 | 16,505 | SH | X | | | 1 |
| THERMO FISHER SCIENTIFIC INC | COM | 883556102 | 211 | 3,817 | SH | X | | | 1 |
| 3M CO | COM | 88579Y101 | 256 | 2,962 | SH | X | | | 1 |
| TIFFANY & CO NEW | COM | 886547108 | 215 | 3,458 | SH | X | | | 1 |
| TRIMBLE NAVIGATION LTD | COM | 896239100 | 476 | 11,910 | SH | X | | | 1 |
| TRUSTMARK CORP | COM | 898402102 | 1,114 | 44,846 | SH | X | | | 1 |
| USA TRUCK INC | COM | 902925106 | 213 | 16,113 | SH | X | | | 1 |
| UNION PAC CORP | COM | 907818108 | 239 | 2,574 | SH | X | | | 1 |
| UNION PAC CORP | COM | 907818108 | 408 | 4,400 | SH | | | X | 1 |
| UNITED TECHNOLOGIES CORP | COM | 913017109 | 272 | 3,460 | SH | X | | | 1 |
| V F CORP | COM | 918204108 | 316 | 3,672 | SH | X | | | 1 |

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| | | | | | | | |
|-------------------|----------|-----------|-------|--------|----|---|---|
| VANGUARD STAR FD | TOTAL | 921909602 | 455 | 28,867 | SH | X | 1 |
| | INTL STK | | | | | | |
| VANGUARD WORLD FD | MEGA | 921910873 | 2,417 | 56,305 | SH | X | 1 |
| | CAP | | | | | | |
| | INDEX | | | | | | |

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| NAME OF ISSUER | TITLE OF CLASS | CUSIP | MKT VAL x 1000 | Shares/ PRN Amt | SH/ PRN | PUT/ CALL | INVESTMENT DISCRETION | | | |
|----------------------------|----------------|-----------|-------------------|--------------------|------------|--------------|--------------------------|------------|------------|------------|
| | | | | | | | SOLE (A) | SHR (B) | OTH (C) | OTH MGR |
| VANGUARD EXPLORER FD INC | COM | 921926101 | 510 | 7,001 | SH | X | | | | 1 |
| VANGUARD TAX-MANAGED FD | EUROPE | 921943858 | 935 | 25,851 | SH | X | | | | 1 |
| VANGUARD INDEX FDS | PAC ETF | | | | | | | | | |
| | 500 | 922908108 | 253 | 2,182 | SH | X | | | | 1 |
| VANGUARD INDEX FDS | PORTFOLIO | | | | | | | | | |
| | 500 | 922908108 | 92 | 795 | SH | | | | X | 1 |
| VANGUARD INDEX FDS | PORTFOLIO | | | | | | | | | |
| | VALUE | 922908405 | 2,872 | 138,155 | SH | X | | | | 1 |
| VANGUARD INDEX FDS | PTFL | | | | | | | | | |
| | MID CAP | 922908629 | 1,620 | 21,754 | SH | X | | | | 1 |
| VANGUARD INDEX FDS | ETF | | | | | | | | | |
| | SMALL | 922908751 | 1,119 | 15,405 | SH | X | | | | 1 |
| VANGUARD INDEX FDS | CP ETF | | | | | | | | | |
| VERIZON COMMUNICATIONS INC | COM | 92343V104 | 513 | 14,332 | SH | X | | | | 1 |
| VERIZON COMMUNICATIONS INC | COM | 92343V104 | 37 | 1,033 | SH | | | | X | 1 |
| VISA INC | COM CL A | 92826C839 | 205 | 2,906 | SH | X | | | | 1 |
| VODAFONE GROUP PLC NEW | SPONS | 92857W209 | 254 | 9,613 | SH | X | | | | 1 |
| VODAFONE GROUP PLC NEW | ADR NEW | | | | | | | | | |
| | SPONS | 92857W209 | 21 | 785 | SH | | | | X | 1 |
| VODAFONE GROUP PLC NEW | ADR NEW | | | | | | | | | |
| WT MUT FD | CRM | 92934R769 | 222 | 7,741 | SH | X | | | | 1 |
| | MDCP | | | | | | | | | |
| | VAL I | | | | | | | | | |
| WAL MART STORES INC | COM | 931142103 | 1,259 | 23,347 | SH | X | | | | 1 |
| WASHINGTON MUT INVS FD INC | COM | 939330106 | 887 | 32,614 | SH | X | | | | 1 |
| WESTERN UN CO | COM | 959802109 | 263 | 14,143 | SH | X | | | | 1 |
| YUM BRANDS INC | COM | 988498101 | 1,036 | 21,116 | SH | X | | | | 1 |
| FINAL TOTALS | | | 1,108,474 | 24,762,608 | | | | | | 15 |

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