RENASANT CORP
Form 4
January 17, 2008

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
WAYCASTER C MITCHELL

(Last) (First) (Middle)

2808 ST. ANDREWS DR

(Street)

BELDEN, MS 38826

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
01/15/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Sr Exec Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock								2,499	D	
Common Stock (Restricted) (1)								2,250	D	
Common Stock								11,160	I	By 401(K)
Common Stock (Restricted)	01/15/2008		A		2,250	A	$ 17.63	2,250	D	

(1)

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 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 Underlying Securitie (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Shares
Phantom Stock	(2)							(2)	(2)	Common Stock	87.3
Stock Options (Right to Buy)	$ 15.65							01/01/2003(3)	01/01/2012(3)	Common Stock	7,87
Stock Options (Right to Buy)	$ 18.77							01/01/2004(3)	01/01/2013(3)	Common Stock	7,87
Stock Options (Right to Buy)	$ 22.23							01/01/2005(3)	01/01/2014(3)	Common Stock	7,87
Stock Options (Right to Buy)	$ 22.77							01/01/2006(3)	01/01/2015(3)	Common Stock	7,87
Stock Options (Right to Buy)	$ 21.93							01/01/2007(3)	01/01/2016(3)	Common Stock	7,50
Stock Options	$ 30.63							01/01/2008(3)	01/01/2017(3)	Common Stock	7,50

(Right to Buy)									
Stock Options (Right to Buy)	$ 17.63	01/15/2008		A	7,500	01/01/2009[3]	01/01/2018[3]	Common Stock	7,50

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WAYCASTER C MITCHELL 2808 ST. ANDREWS DR BELDEN, MS 38826			Sr Exec Vice President	

Signatures

C Mitchell Waycaster	01/17/2008
**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).

(1) This is the target amount of a performance based restricted stock grant available at the end of the performance cycle if certain performance 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 wxceed 150% of the number of shares of the target award. Share price will be determined on the last business day prior to the end of the performance cycle.

(2) 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.

(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 opions 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.
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