

MCGRAW EDWARD ROBINSON  
 Form 4  
 January 03, 2013

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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 \*  
 MCGRAW EDWARD ROBINSON

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 P. O. BOX 709

3. Date of Earliest Transaction (Month/Day/Year)  
 01/01/2013

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

(Street)  
 TUPELO, MS 38802

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

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	12/31/2012		J <sup>(1)</sup>		7,500	A	\$ 19.15
Common Stock	12/31/2012		F <sup>(2)</sup>		2,357	D	\$ 19.15
Common Stock (Service Based Restricted)	12/31/2012		D		7,500	D	\$ 14.96
Common Stock (Service Based)	01/01/2013		A		10,000	A	\$ 14.18
							0
							10,000

Restricted)

Common  
Stock

(Performance Based Restricted) 01/01/2013 A 10,000 A \$ 19.14 17,500 D

Common  
Stock

30,094.36 I By 401K

Common  
Stock

22,325 I IRA

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 required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

**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)	8. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 19.14	01/01/2013	(3)	A	15,000	(3) 12/31/2023	Common	15,000	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCGRAW EDWARD ROBINSON P. O. BOX 709 TUPELO, MS 38802	X		CEO & COB	

## Signatures

E. Robinson  
McGraw

01/03/2013

  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) Shares award under the 2011 LTIP as time based restricted stock that vested on 12/31/2012.

(2) Payment of tax liability on shares vested 12/31/2012.

Options issued under the Renasant 2011 LTIP Plan. Beginning with the issue date, equal installments of 33 1/3 of the option shares  
(3) 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.

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