

TRUSTMARK CORP
Form 4
November 28, 2006

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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).

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 *
WASSON ZACHARIAH LORD

2. Issuer Name and Ticker or Trading Symbol
TRUSTMARK CORP [TRMK]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
P. O. BOX 291

3. Date of Earliest Transaction (Month/Day/Year)
11/27/2006

___ Director ___ 10% Owner
 Officer (give title below) Other (specify below)
Treasurer of Issuer & CFO / of Wholly Owned Subsidiary

(Street)
JACKSON, MS 39205

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| common | 11/27/2006 | | M | | 3,500 A \$ 22.5625 | D | |
| common | 11/27/2006 | | S | | 3,500 D \$ 32.4015 | D | |
| common | 11/27/2006 | | M | | 4,500 A \$ 22.7812 | D | |
| common | 11/27/2006 | | S | | 4,500 D \$ 32.4015 | D | |
| common | 11/27/2006 | | M | | 5,000 A \$ 18.0621 | D | |

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| | | | | | | | |
|--------|------------|---|-------|---|------------|--------|---|
| common | 11/27/2006 | S | 5,000 | D | \$ 32.4015 | 8,463 | D |
| common | 11/27/2006 | M | 7,500 | A | \$ 21.682 | 15,963 | D |
| common | 11/27/2006 | S | 7,500 | D | \$ 32.4015 | 8,463 | D |
| common | 11/27/2006 | M | 6,500 | A | \$ 25.4569 | 14,963 | D |
| common | 11/27/2006 | S | 6,500 | D | \$ 32.4015 | 8,463 | D |
| common | 11/27/2006 | M | 4,875 | A | \$ 24.09 | 13,338 | D |
| common | 11/27/2006 | S | 4,875 | D | \$ 32.4015 | 8,463 | D |
| common | 11/27/2006 | M | 3,750 | A | \$ 27.3 | 12,213 | D |
| common | 11/27/2006 | S | 3,750 | D | \$ 32.4015 | 8,463 | D |
| common | 11/27/2006 | M | 1,500 | A | \$ 28.28 | 9,963 | D |
| common | 11/27/2006 | S | 1,500 | D | \$ 32.4015 | 8,463 | D |
| common | 11/28/2006 | S | 438 | D | \$ 32.4 | 8,025 | D |

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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option(Right | \$ 22.5625 | 11/27/2006 | | M | 3,500 | (1) | 05/12/2008(9) | common | 3,500 |

to Buy)

| | | | | | | | | |
|--------------------------------------|------------|------------|---|-------|-----|----------------------------|--------|-------|
| Employee Stock Option (Right to Buy) | \$ 22.7812 | 11/27/2006 | M | 4,500 | (2) | 05/11/2009 ⁽⁹⁾ | common | 4,500 |
| Employee Stock Option (Right to Buy) | \$ 18.0621 | 11/27/2006 | M | 5,000 | (3) | 05/09/2010 ⁽⁹⁾ | common | 5,000 |
| Employee Stock Option (Right to Buy) | \$ 21.682 | 11/27/2006 | M | 7,500 | (4) | 05/08/2011 ⁽⁹⁾ | common | 7,500 |
| Employee Stock Option (Right to Buy) | \$ 25.4569 | 11/27/2006 | M | 6,500 | (5) | 04/09/2012 ⁽⁹⁾ | common | 6,500 |
| Employee Stock Option (Right to Buy) | \$ 24.09 | 11/27/2006 | M | 4,875 | (6) | 04/15/2013 ⁽⁹⁾ | common | 4,875 |
| Employee Stock Option (Right to Buy) | \$ 27.3 | 11/27/2006 | M | 3,750 | (7) | 04/20/2014 ⁽⁹⁾ | common | 3,750 |
| Employee Stock Option (Right to Buy) | \$ 28.28 | 11/27/2006 | M | 1,500 | (8) | 05/10/2012 ⁽¹⁰⁾ | common | 1,500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------|----------------------------|
| | Director | 10% Owner | Officer | Other |
| WASSON ZACHARIAH LORD P. O. BOX 291 JACKSON, MS 39205 | | | Treasurer of Issuer & CFO | of Wholly Owned Subsidiary |

Signatures

Zachariah Lord Wasson by: T. Harris Collier, III,
POA

11/28/2006

**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) The option vested in four (4) equal installments on May 12, 1999, 2000, 2001 & 2002.
- (2) The option vested in four (4) equal installments on May 11, 2000,, 2001, 2002 &, 2003.
- (3) The option vested in four (4) equal installments on May 9, 2001, 2002, 2003 &, 2004.
- (4) The option vested in four (4) equal installments on May 8, 2002, 2003, 2004 & 2005.
- (5) The option vested in four (4) equal installments on April 9, 2003,, 2004, 2005 &, 2006.
- (6) The option vested in four (4) equal installments on April 15, 2004, 2005, 2006 &, 2007.
- (7) The option vested in four (4) equal installments on April 20, 2005, 2006, 2007 & 2008
- (8) The option vested in five (5) equal installments on May 10, 2006, 2007, 2008, 2009 & 2010..
- (9) Date shown is original grant expiration date;however, due to resignation, options expire Feb. 26, 2007.
- (10) Date shown is original grant expiration date, however, due to resignation, options expire November 27, 2007.

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.