RENASANT CORP

Form 5

February 15, 2006

OMB APPROVAL FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 Check this box if no longer subject

to Section 16. Form 4 or Form 5 obligations may continue. See Instruction

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940

Form 4

Transactions Reported

1. Name and Address of Reporting Person * Johnson Jack C			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
(Last)	(First)	(Middle)	RENASANT CORP [RNST] 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2005	(Check all applicable) _X_ Director 10% Owner Officer (give title Other (specify		
3147 SADDLEGAIT COVE				below) below)		
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Reporting (check applicable line)		

GERMANTOWN, TNÂ 38138

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

OMB

Number:

Expires:

response...

Estimated average

burden hours per

3235-0362

January 31,

2005

1.0

(City)	(State)	(Zip) Tabl	le I - Non-Der	ivative Se	curiti	es Acqu	uired, Disposed	of, or Benefici	ially 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. Securi Acquired Disposed (Instr. 3,	l (A) of (D) 4 and (A) or))	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	Â	Â	Â	Â	Â	Â	6,046	D	Â
Common Stock	Â	Â	Â	Â	Â	Â	2,488	I	Spouse IRA
Common Stock	Â	Â	Â	Â	Â	Â	27,021	I	By IRA
Common Stock	Â	Â	Â	Â	Â	Â	7,455	I	Trustee for Retirement Plan

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 2270

(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)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock	Â	Â	Â	Â	Â	Â	(1)	(1)	Common Stock	348.09
Stock Warrants (Right to buy)	\$ 8.9524	Â	Â	Â	Â	Â	07/01/2004	05/02/2009	Common Stock	33,510

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer Oth					
Johnson Jack C 3147 SADDLEGAIT COVE GERMANTOWN, TN 38138	ÂX	Â	Â	Â				

Signatures

Jack C. Johnson 02/15/2006

**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).

The phantom stock units are accrued under the PHC 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 or exercise price is one phantom stock unit for one share of the Company's common stock.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.

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