

BATEMAN LARRY DEWAYNE  
 Form 4/A  
 October 01, 2008

**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 \*  
 BATEMAN LARRY DEWAYNE

2. Issuer Name and Ticker or Trading Symbol  
 BANCORPSOUTH INC [BXS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 09/22/2008

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Executive VP

P.O. BOX 789

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)  
 09/23/2008

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 \_\_\_\_ Form filed by More than One Reporting Person

TUPELO, MS 38802

(City) (State) (Zip)

**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 (A) or (D)  |  |                                   |            |   |  |
| Common Stock                    | 09/22/2008                           |  | M                              |   | 8,000<br><u>(1)</u>   | A  | \$ 15.5                           | 8,106.7427 | D |  |
| Common Stock                    | 09/22/2008                           |  | J                              |   | 5,690<br><u>(1) (2)</u>   | D  | \$ 28.5                           | 2,416.7427 | D |  |
| Common Stock                    | 09/22/2008                           |  | S                              |   | 2,310<br><u>(1)</u>   | D  | \$ 28.5                           | 106.7427   | D |  |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

number.

**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 Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Non-Qualified Stock Option (right to buy)  | \$ 15.5  | 09/22/2008                           |  | M                              | 8,000<br>(1)  | (3) 10/31/2011   | Common Stock  | 8,000                      |

## Reporting Owners

| Reporting Owner Name / Address                            | Relationships |           |              |       |
|---|---------------|-----------|--------------|-------|
|   | Director      | 10% Owner | Officer      | Other |
| BATEMAN LARRY DEWAYNE<br>P.O. BOX 789<br>TUPELO, MS 38802 |               |           | Executive VP |       |

## Signatures

/s/ Larry D. Bateman 10/01/2008

\*\*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 report is being amended to report a transaction that was inadvertently omitted from the original report due to a software malfunction.
- (2) Shares sold to cover option exercise price and/or tax liability of stock option exercised.
- (3) Employee stock option granted pursuant to BancorpSouth, Inc. 1994 Stock Incentive Plan. The stock option becomes exercisable in three equal annual installments commencing one year after the date of grant.

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