

BANCORPSOUTH INC  
 Form 3  
 January 29, 2008

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 * |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol                                                                                                                                                                      |                                                      |
| Â Lewis Gordon Ray                        |         | (Month/Day/Year)                     | BANCORPSOUTH INC [BXS]                                                                                                                                                                                                  |                                                      |
| (Last)                                    | (First) | (Middle)                             | 4. Relationship of Reporting Person(s) to Issuer                                                                                                                                                                        | 5. If Amendment, Date Original Filed(Month/Day/Year) |
|                                           |         | 01/23/2008                           |                                                                                                                                                                                                                         |                                                      |
| P. O. BOX 789                             |         |                                      | (Check all applicable)                                                                                                                                                                                                  |                                                      |
| (Street)                                  |         |                                      | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other<br>(give title below)    (specify below)<br>Executive Vice President |                                                      |
| TUPELO,Â MSÂ 38802                        |         |                                      | 6. Individual or Joint/Group Filing(Check Applicable Line)                                                                                                                                                              |                                                      |
| (City)                                    | (State) | (Zip)                                | <input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person                                                                         |                                                      |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|-------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| Common Stock                    | 28,061                                                | D                                                        | Â                                                     |
| Common Stock                    | 6,008                                                 | I                                                        | by 401k Plan                                          |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

**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.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--------------------------------------------|----------------------------------------------------------|-----------------------------------------------------------------------------|-----------------------------------------------|-------------------------------------------|-------------------------------------------------------|
|--------------------------------------------|----------------------------------------------------------|-----------------------------------------------------------------------------|-----------------------------------------------|-------------------------------------------|-------------------------------------------------------|

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|                                           | Date Exercisable | Expiration Date | Title        | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) |   |
|-------------------------------------------|------------------|-----------------|--------------|----------------------------|----------|---------------------------------------|---|
| Non-Qualified Stock Option (right to buy) | Â <u>(1)</u>     | 10/31/2011      | Common Stock | 6,000                      | \$ 15.5  | D                                     | Â |
| Non-Qualified Stock Option (right to buy) | Â <u>(2)</u>     | 01/19/2009      | Common Stock | 11,250                     | \$ 16.12 | D                                     | Â |
| Non-Qualified Stock Option (right to buy) | Â <u>(1)</u>     | 10/31/2012      | Common Stock | 7,000                      | \$ 19.18 | D                                     | Â |
| Non-Qualified Stock Option (right to buy) | Â <u>(1)</u>     | 10/31/2014      | Common Stock | 4,800                      | \$ 22.97 | D                                     | Â |
| Non-Qualified Stock Option (right to buy) | Â <u>(1)</u>     | 11/30/2015      | Common Stock | 6,000                      | \$ 23.19 | D                                     | Â |
| Non-Qualified Stock Option (right to buy) | Â <u>(1)</u>     | 10/31/2013      | Common Stock | 6,000                      | \$ 23.51 | D                                     | Â |
| Non-Qualified Stock Option (right to buy) | Â <u>(1)</u>     | 10/31/2014      | Common Stock | 6,000                      | \$ 24.03 | D                                     | Â |
| Non-Qualified Stock Option (right to buy) | Â <u>(1)</u>     | 10/31/2013      | Common Stock | 2,400                      | \$ 24.78 | D                                     | Â |

## Reporting Owners

| Reporting Owner Name / Address                        | Relationships |           |                            |       |
|-------------------------------------------------------|---------------|-----------|----------------------------|-------|
|                                                       | Director      | 10% Owner | Officer                    | Other |
| Lewis Gordon Ray<br>P. O. BOX 789<br>TUPELO, MS 38802 | Â             | Â         | Â Executive Vice President | Â     |

## Signatures

Gordon Ray  
Lewis

01/28/2009

\*\*Signature of  
Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) Employee stock option granted pursuant to BancorpSouth, Inc., 1994 Stock Incentive Plan. The stock option becomes exercisable in 3 equal annual instalments commencing one year after date of grant.
- (2) Exercisable immediately upon the merger between First United Bancshares, Inc., and BancorpSouth, Inc., effective 8/31/2000.

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.