

FORM 13F**Federal Deposit Insurance Corporation**

Washington, DC 20429

OMB APPROVAL

OMB Number: 3235-0006

Estimated average burden
hours per response: 23.8**Type of Filing**

(* indicated required fields)

Make a selection from the list below indicating the type of filing you wish to submit.

- ☒ Initial Quarterly Form 13F Holdings Report filed by Institutional managers (13F-HR)
- ☐ Amendment to Quarterly Form 13F Holdings Report filed by institutional managers (13F-HR/A)
- ☐ Initial Quarterly Form 13F Notice Report filed by institutional managers (13F-NT)
- ☐ Amendment to Quarterly Form 13F Notice Report filed by institutional managers (13F-NT/A)

not applicable	not applicable	09-30-2017
Filer CIK* SEC supplied CIK for the Filer. Enter up to 10 numeric characters.	Filer CCC* Enter the SEC-supplied Filer ID (CIK) Number Confirmation Code (also known as the CIK Confirmation Code ("CCC")) for the filer (up to 8 characters). If you do not have a Filer ID (CIK) Number Confirmation Code (CCC), go to https://www.Filermanagement.edgarfiling.sec.gov/ .	Period* Enter period of report for this filing (MM-DD-YYYY).

Submission Contact Information

Cathy Freeman

Name*

Identifies a person to contact if FDIC has questions about this filing (field up to 30 characters).

(662) 680-2000

Phone Number*

Enter phone number of contact person for this filing (field up to 20 characters).

E-mail Address*

Enter email address of contact person for this filing.

Notification Information:Specify additional addresses below. **Three address limit and only one address per row.**

13F: Cover Page

Report for the Calendar Year or Quarter Ended*

09-30-2017

Check here if Amendment ☐

Amendment Number*

This Amendment (Check only one)*



Not Applicable



is a restatement



Adds new holdings entries

☐ This filing lists securities holdings reported on the Form 13F filed pursuant to a request for confidential treatment and for which that request was denied or confidential treatment expired.

Date denied or on which confidential treatment expired*

Date securities holding reported on the Form 13F*

Reason for non-confidentiality*



Not Applicable



Denied



Confidential Treatment Expired

Institutional Investment Manager Filing this Report:Please enter the Company Information (Name, Address, City, State and Zip) exactly as per the Mailing Address in the Company Information on the SEC EDGAR Filing site - www.edgarfiling.sec.gov.

BancorpSouth Bank

Name*

PO Box 789

Address 1*

Address 2*

Tupelo

City*

MS - Mississippi

State/Country*

38802-0789

Zip/Foreign Postal Code*

- ☒ 13F HOLDINGS REPORT (Check here if all holdings of this reporting manager are reported in this report.)
- ☐ *13F NOTICE (Check here if no holdings reported are in this report, and all holdings are reported by other reporting manager(s).)
- ☐ *13F COMBINATION REPORT (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting managers(s).)
- *If selected you must fill out the Other Managers Reporting tab.

Do you wish to provide explanatory information pursuant to Special Instructions 5?*



Yes



No

Special Instructions 5: The Cover Page may include information in addition to the required information, so long as the additional information does not, either by its nature, quantity, or manner of presentation, impede the understanding or presentation of the required information.

Enter special instructions below (4,000 character limit). If you would like to copy and paste into Special Instructions from another source, click in the 'Special Instructions' field then click in the Formula Bar and paste the copied text into the Formula Bar.

Explanatory Note: Effective October 31, 2017 at 11:59 p.m. Central Time, BancorpSouth, Inc. (the "Company") merged with and into BancorpSouth Bank (the "Bank") with the Bank continuing as the surviving entity (the "Reorganization"). Following the Reorganization, because the Bank's common stock is now registered under the Securities Exchange Act of 1934 (the "Exchange Act"), the Bank is required to file all reports and statements required by the Exchange Act with the Federal Deposit Insurance Corporation (the "FDIC"). The Bank's FDIC Certificate Number is 11813.

With respect to the Company, on November 7, 2017, the New York Stock Exchange filed with the Securities and Exchange Commission (the "SEC") a Form 25 notification of removal from listing and/or deregistration under Section 12(b) of the Exchange Act, which will become effective on November 17, 2017. Once the Form 25 becomes effective, the Bank, on behalf of the Company, will file with the SEC Forms 15 to terminate and suspend all reporting obligations that the Company has with the SEC. Until such time as the Company has filed such Forms 15 with the SEC, the Bank, on behalf of the Company, is required to file all reports and statements required by the Exchange Act with the SEC. Accordingly, the Bank, on behalf of the Company, filed a Form 13F on November 14, 2017 with the SEC. As noted above, the Bank is also filing this Form 13F with the FDIC in satisfaction of its reporting obligations under the Exchange Act.

List of Other Managers Reporting for the Manager

Copy and Paste Instructions – Copy the text, then in the Template right-click in the appropriate cell in the row and select 'Paste Special'. Then select 'Values' and the data will paste. The source determines the options you may see when you Paste.

Here are a few options that will work depending on your source file:

- Paste Special then select Values
- Paste Special as Text
- Paste and Match Destination Formatting

This list is limited to 100 entries ONLY.

Form 13F File Number
(Optional if Unknown)

Name*

CIK
(CIK is an optional field)

[illegible]

13F: Signature Page

*All fields are required.

Signature**Person Signing this Report on Behalf of Reporting Manager:**

Cathy S. Freeman

Name*

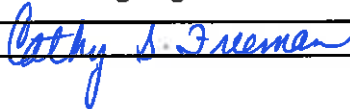
Senior Ex. Vice President and Chief Administrative Officer

Title*

(662) 680-2084

Phone***Signature, Place and Date of Signing:**

/s/ Cathy S. Freeman

Signature*

Tupelo

City*

MS - Mississippi

State/Country*

11-14-2017

Date *

13F: Summary Page

Report Summary:

Number of Other Included Managers:*

0

Form 13F Information Table Entry Total:*

365

Form 13F Information Table Values Total:*

984755

(in thousands)

Decimal Value not allowed. Review the formula bar to ensure a whole number is present.

- ☐ Confidential information has been omitted from this public Form 13F report and filed separately with the Commission

Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional investment managers with respect to which this report is filed, other than the manager filing this report.

List of Other Included Managers

Copy and Paste Instructions –

Copy the text, then in the Template right-click in the appropriate cell in the row and select 'Paste Special'. Then select 'Values' and the data will paste. The source determines the options you may see when you Paste.

Here are a few options that will work depending on your source file:

- Paste Special then select Values
- Paste Special as Text
- Paste and Match Destination Formatting

No.*

Name*

File Number

13F: Information Table for 13F-HR and 13F-HR/A

Adding Rows - If you require more than 1,000 rows of data begin adding at Row 9. You will need to have at least the same amount of rows as your source.
Copy and Paste Instructions - Copy the source, then in the Template right-click in the appropriate cell in the row and select 'Paste Special'. Then select 'Values'. The source determines the options you may see when you Paste Special.
Here are a few options that will work depending on your source file:

- a. Paste Special then select Values
b. Paste Special as Text
c. Paste and Match Destination Formatting
- Enter 9 characters or 0000000000 for None
- *Denotes required
**Denotes required when applicable
- Verify your values are whole numbers, not decimal values.

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	PUT/ CALL**	COLUMN 6	COLUMN 7	COLUMN 8
NAME OF ISSUER*	TITLE OF CLASS*	CUSIP*	VALUE (x\$1000)*	SHRS OR PRN AMT*	SH/ PRN*	INVESTMENT DISCRETION*	OTHER MANAGER**	VOTING AUTHORITY SHARED**
ALLERGAN PLC	SHS	G01771108	1695	8268	SH	SOLE	8268	
AMIDOCs LTD	SHS	G02602103	250	3887	SH	SOLE	3887	
ACCENTURE PLC IRELAND	SHS CLASS A	G1151C101	669	4954	SH	SOLE	4954	
EATON CORP PLC	SHS	G29183103	2858	37216	SH	SOLE	35979	
EATON CORP PLC	SHS	G29183103	92	1204	SH	OTR	99	1105
ICON PLC	SHS	G4705A100	674	5916	SH	SOLE	5916	
ICON PLC	SHS	G4705A100	8	70	SH	OTR	70	
JAZZ PHARMACEUTICALS	SHS USD	G50871105	472	3224	SH	SOLE	3224	
PLC	JAZZ PHARMACEUTICALS	G50871105	7	49	SH	OTR	49	
PLC	WILLIS TOWERS WATSON	G396629103	272	1762	SH	SOLE	1762	
PUB LTD	CHECK POINT SOFTWARE	M22485104	425	3730	SH	SOLE	3730	
TECH LT	AERCAP HOLDINGS NV	N00985106	272	5329	SH	SOLE	5329	
ROYAL CARIBBEAN CRUISES	COM	V7780T103	335	2830	SH	SOLE	2830	
LTD	ROYAL CARIBBEAN CRUISES	V7780T103	6	48	SH	OTR	48	
LTD	AT&T INC	00206R102	2948	75266	SH	SOLE	73038	2228
AT&T INC	COM	00206R102	80	2038	SH	OTR	789	1249
ABBOTT LABS	COM	002824100	367	6883	SH	SOLE	6883	
ABBVIE INC	COM	00287Y109	2375	26732	SH	SOLE	25737	995
ABBVIE INC	COM	00287Y109	87	978	SH	OTR	340	638
ADOBE SYS INC	COM	00724F101	667	4470	SH	SOLE	4470	
ADVANCED	SPONSORED ADR	00756M404	220	35526	SH	SOLE	35526	
SEMICONDUCTOR ENGR	COM	00817Y108	423	2661	SH	SOLE	2661	
AETNA INC NEW	COM	008252108	326	1718	SH	SOLE	1718	
AFFILIATED MANAGERS	COM	008252108	5	28	SH	OTR	28	
GROUP	AFFILIATED MANAGERS	00846U101	229	3567	SH	SOLE	3567	
GROUP	AGILENT TECHNOLOGIES INC COM	009158106	2680	17724	SH	SOLE	17137	587
AIR PRODS & CHEMS INC	COM							

AIR PRODS & CHEMS INC	COM	009158106	86	567	SH	OTR	47	520
AKAMAI TECHNOLOGIES INC	COM	009711101	261	5349	SH	SOLE	5349	
ALASKA AIR GROUP INC	COM	011659109	457	5987	SH	SOLE	5987	
ALASKA AIR GROUP INC	COM	011659109	8	100	SH	OTR	100	
ALLIANZ SE	SP ADR 1/10 SH	018805101	269	11957	SH	SOLE	11957	
ALLIANZ SE	SP ADR 1/10 SH	018805101	105	4654	SH	OTR	4654	
ALPHABET INC	CAP STK CL A	02079K305	1626	1670	SH	SOLE	1670	
ALTRIA GROUP INC	COM	02209S103	647	10203	SH	SOLE	9700	503
ALTRIA GROUP INC	COM	02209S103	22	349	SH	OTR	349	
AMERICAN EXPRESS CO	COM	025816109	2620	28967	SH	SOLE	28341	
AMERICAN EXPRESS CO	COM	025816109	55	606	SH	OTR	49	626
AMGEN INC	COM	031162100	890	4774	SH	SOLE	4774	557
AMPHENOL CORP NEW	CL A	03209S101	643	7597	SH	SOLE	7597	
APPLE INC	COM	037833100	8533	55363	SH	SOLE	53951	
APPLE INC	COM	037833100	220	1426	SH	OTR	178	1248
ASTRAZENECA PLC	SPONSORED ADR	046353108	192	5677	SH	SOLE	4545	
ASTRAZENECA PLC	SPONSORED ADR	046353108	18	527	SH	OTR	527	
ATRIUM CORP	COM	049904105	1520	2262	SH	SOLE	2262	
AUTODESK INC	COM	052769106	814	7250	SH	SOLE	7250	
AUTOMATIC DATA	COM	053015103	224	2050	SH	SOLE	2050	
PROCESSING IN	COM	054937107	3281	69898	SH	SOLE	67685	2213
BB&T CORP	COM	054937107	102	2165	SH	OTR	172	
BB&T CORP	COM	054937107	259	5526	SH	SOLE	4771	1993
BCE INC	COM NEW	055348760	24	507	SH	OTR	507	
BCE INC	COM NEW	055348760	2297	59782	SH	SOLE	58058	
BP PLC	SPONSORED ADR	055622104	74	1918	SH	OTR	484	
BP PLC	SPONSORED ADR	055622104	21249	662985	SH	SOLE	540111	1434
BANCORPSOUTH INC	COM	059692103	276	8600	SH	OTR	8600	
BANCORPSOUTH INC	COM	059692103	4510	93855	SH	SOLE	93855	
BANK OF THE OZARKS	COM	063904106	672	10717	SH	SOLE	10717	
BAXTER INTL INC	COM	071813109	824	3	SH	SOLE	3	
BERKSHIRE HATHAWAY INC	CL A	084670108	2123	11581	SH	SOLE	11331	250
BERKSHIRE HATHAWAY INC	CL B NEW	084670702	46	250	SH	OTR	250	
BERKSHIRE HATHAWAY INC	CL B NEW	084670702	254	2732	SH	SOLE	2732	
BIOMARIN	COM	09061G101	563	1798	SH	SOLE	1798	
PHARMACEUTICAL INC	COM	09062X103	8	25	SH	OTR	25	
BIOMARIN	COM	09062X103	5032	11254	SH	SOLE	10888	366
BIOMARIN	COM	09247X101	161	359	SH	OTR	29	
BLACKROCK INC	COM	09247X101	461	7589	SH	SOLE	7211	378
BRIGHTHOUSE FINL INC	COM	10922N103	15	252	SH	OTR	20	
BRIGHTHOUSE FINL INC	COM	10922N103	395	6192	SH	SOLE	6192	232
BRIGHTHOUSE FINL INC	COM	110122108						
BRISTOL MYERS SQUIBB CO	COM							

BROADRIDGE FINL	COM	11133T103	253	3134	SH	SOLE	3134	
SOLUTIONS IN								
CVS HEALTH CORP	COM	126650100	2692	33106	SH	SOLE	32032	1074
CVS HEALTH CORP	COM	126650100	85	1049	SH	OTR	86	
CANADIAN NATL RV CO	COM	136375102	243	2934	SH	SOLE	2934	
CAPGEMINI S E	UNSPONSORED ADR	13961R100	345	14715	SH	SOLE	14715	
CAPITAL ONE FINL CORP	COM	14040H105	3279	38731	SH	SOLE	37562	1169
CAPITAL ONE FINL CORP	COM	14040H105	97	1146	SH	OTR	93	
CARDINAL HEALTH INC	COM	14149Y108	2201	32895	SH	SOLE	31381	1514
CARDINAL HEALTH INC	COM	14149Y108	69	1035	SH	OTR	87	
CARTER INC	COM	146229109	318	3219	SH	SOLE	3219	
CARTER INC	COM	146229109	5	55	SH	OTR	55	
CATERPILLAR INC DEL	COM	149123101	524	4204	SH	SOLE	4204	
CELGENE CORP	COM	151020104	409	2805	SH	SOLE	2805	
CELGENE CORP	COM	151020104	7	47	SH	OTR	47	
CHEVRON CORP NEW	COM	166764100	2231	18988	SH	SOLE	18639	349
CHEVRON CORP NEW	COM	166764100	19	162	SH	OTR	162	
CISCO SYS INC	COM	17275R102	2819	83819	SH	SOLE	80241	3578
CISCO SYS INC	COM	17275R102	88	2617	SH	OTR	214	
CITIGROUP INC	COM NEW	172967424	312	4293	SH	SOLE	4293	
CITIZENS FINL GROUP INC	COM	174610105	494	13054	SH	SOLE	13054	
CITIZENS HLDG CO MISS	COM	174715102	3959	158987	SH	SOLE	158987	
COCA COLA CO	COM	191216100	2878	63939	SH	SOLE	62252	
COCA COLA CO	COM	191216100	768	17053	SH	OTR	15629	1687
COLGATE PALMOLIVE CO	COM	194162103	477	6548	SH	SOLE	6548	
COLUMBIA FDS SER TR	SMLCP VAL II Z	19765J764	214	11757	SH	SOLE	11757	
COLUMBIA FDS SER TR I	MIDCP GWTH Z	19765P232	231	7879	SH	SOLE	7879	
COLUMBIA FDS SER TR II	GBL EQTY VAL Z	19766F779	678	49807	SH	SOLE	49807	
MASS								
COMMUNITY TR BANCORP	COM	204149108	464	9978	SH	SOLE	9640	338
INC								
COMMUNITY TR BANCORP	COM	204149108	15	330	SH	OTR	26	
INC								
CONOCOPHILIPS	COM	20825C104	370	7394	SH	SOLE	6717	677
COOPER COS INC	COM NEW	216648402	536	2262	SH	SOLE	2262	
COOPER TIRE & RUBR CO	COM	216831107	458	12248	SH	SOLE	12248	
COOPER TIRE & RUBR CO	COM	216831107	8	209	SH	OTR	209	
CUMMINS INC	COM	231021106	250	1486	SH	SOLE	1486	
DANAHER CORP DEL	COM	235851102	601	7012	SH	SOLE	7012	
DELTA AIR LINES INC DEL	COM NEW	247361702	1709	35438	SH	SOLE	33877	1561
DELTA AIR LINES INC DEL	COM NEW	247361702	55	1148	SH	OTR	93	
DELTC TIMBER CORP	COM	247850100	559	6324	SH	SOLE	6324	
DELTC TIMBER CORP	COM	247850100	15742	178018	SH	OTR	178018	
DINEEQUITY INC	COM	254423106	1087	25297	SH	SOLE	24218	1079
DINEEQUITY INC	COM	254423106	35	819	SH	OTR	66	
DISNEY WALT CO	COM DISNEY	254687106	2203	22353	SH	SOLE	21642	711
DISNEY WALT CO	COM DISNEY	254687106	67	675	SH	OTR	57	

DISCOVERY	COM SER A	25470F104	282	13240	SH	SOLE	13240
COMMUNICATNS NEW							
DISCOVERY	COM SER A	25470F104	5	219	SH	OTR	219
COMMUNICATNS NEW							
DOLLAR GEN CORP NEW	COM	256677105	1635	20174	SH	SOLE	19244
DOLLAR GEN CORP NEW	COM	256677105	51	635	SH	OTR	54
DOMINION ENERGY INC	COM	25746U109	216	2804	SH	SOLE	2745
DOMINION ENERGY INC	COM	25746U109	20	258	SH	OTR	258
DOWDUPONT INC	COM	26078J100	211	3043	SH	SOLE	2588
DREYFUS INDEX FDS	S&P 500 INDEX	26200Q105	222	4003	SH	SOLE	4003
DUKE ENERGY CORP NEW	COM NEW	26441C204	395	4701	SH	SOLE	4652
DUKE ENERGY CORP NEW	COM NEW	26441C204	18	216	SH	OTR	216
DYCOM INDS INC	COM	267475101	352	4093	SH	SOLE	4093
DYCOM INDS INC	COM	267475101	7	82	SH	OTR	82
ENERGY TRANSFER EQUITY L	COM UT LTD PTN	29273V100	52	3000	SH	SOLE	3000
P							
ENERGY TRANSFER EQUITY L	COM UT LTD PTN	29273V100	252	14500	SH	OTR	14500
P							
ENERGY TRANSFER	UNIT LTD PRT INT	29278N103	32	1725	SH	SOLE	1725
PARTNERS LP							
ENERGY TRANSFER	UNIT LTD PRT INT	29278N103	343	18750	SH	OTR	18750
PARTNERS LP							
ENTERPRISE PRODS	COM	293792107	233	8944	SH	SOLE	8944
PARTNERS L							
EXPRESS SCRIPTS HLDG CO	COM	30219G108	445	7025	SH	SOLE	7025
EXXON MOBIL CORP	COM	30231G102	6409	78177	SH	SOLE	74689
EXXON MOBIL CORP	COM	30231G102	426	5195	SH	OTR	321
FAIRFAX FINL HLDGS LTD	SUB VTG	303901102	149	287	SH	SOLE	287
FAIRFAX FINL HLDGS LTD	SUB VTG	303901102	519	1000	SH	OTR	1000
FEDERATED MDT LARGE CAP INSTL SHS		313900409	236	8159	SH	SOLE	8159
VAL							
FEDERATED INVESTORS	STRG VAL DV INST	314172560	3589	559109	SH	SOLE	559109
FEDERATED INVESTORS	STRG VAL DV INST	314172560	62	9597	SH	OTR	8734
FEDERATED WORLD INVT	FED INTLD INST	31428U623	290	7982	SH	SOLE	7982
SER INC							
FIDELITY CONCORD STR TR	500 INDEX FD INV	315911206	202	2278	SH	SOLE	2278
FIDELITY CONTRAFUND INC	NEW INSIGHTS I	316071604	70706	2199936	SH	SOLE	2178274
FIDELITY CONTRAFUND INC	NEW INSIGHTS I	316071604	638	19848	SH	OTR	18932
FIDELITY CONTRAFUND INC	NEW INSIGHT FD	316071869	2119	65803	SH	SOLE	64818
FIDELITY CONTRAFUND INC	NEW INSIGHT FD	316071869	0	3	SH	OTR	3
FIDELITY SECS FD	BLUE CHIP GWTH	316389303	497	5930	SH	SOLE	5930
FISERV INC	COM	337738108	1050	8145	SH	SOLE	8145

FORD MTR CO DEL	COM PAR \$0.01	345370860	304	25383	SH	SOLE	25383	
FORTIVE CORP	COM	34959J108	206	2910	SH	SOLE	2910	
GENERAL DYNAMICS CORP	COM	369550108	3872	18836	SH	SOLE	18208	628
GENERAL DYNAMICS CORP	COM	369550108	126	613	SH	OTR	50	563
GENERAL ELECTRIC CO	COM	369604103	3182	131615	SH	SOLE	126770	
GENERAL ELECTRIC CO	COM	369604103	94	3869	SH	OTR	320	3549
GENERAL MTRS CO	COM	37045V100	2483	61497	SH	SOLE	59499	1998
GENERAL MTRS CO	COM	37045V100	79	1947	SH	OTR	163	
GENTEX CORP	COM	371901109	566	28594	SH	SOLE	28594	1784
GENTEX CORP	COM	371901109	5	272	SH	OTR	272	
GENTHERM INC	COM	37253A103	242	6526	SH	SOLE	6526	
GENTHERM INC	COM	37253A103	4	109	SH	OTR	109	
GILEAD SCIENCES INC	COM	375558103	3673	45331	SH	SOLE	44059	
GILEAD SCIENCES INC	COM	375558103	107	1319	SH	OTR	173	1272
GLAXOSMITHKLINE PLC	SPONSORED ADR	37733W105	1968	48468	SH	SOLE	47030	1438
GLAXOSMITHKLINE PLC	SPONSORED ADR	37733W105	73	1788	SH	OTR	591	1197
GOODYEAR TIRE & RUBR CO	COM	382550101	1472	44259	SH	SOLE	42232	2027
GOODYEAR TIRE & RUBR CO	COM	382550101	46	1389	SH	OTR	118	1271
HSBC HLDGS PLC	SPON ADR NEW	404280406	236	4767	SH	SOLE	4237	530
HANESBRANDS INC	COM	410345102	2310	93757	SH	SOLE	89773	3984
HANESBRANDS INC	COM	410345102	71	2884	SH	OTR	240	2644
HARLEY DAVIDSON INC	COM	412822108	1456	30191	SH	SOLE	29178	1013
HARLEY DAVIDSON INC	COM	412822108	47	982	SH	OTR	79	903
HARRIS ASSOC INVT TR	OAKMARK INVESTOR	413838202	3035	105488	SH	SOLE	105488	
HARTFORD MUT FDS II INC	SMCAP GROWTH Y	416529808	507	8277	SH	SOLE	8277	
HILL ROM HLDGS INC	COM	431475102	211	2854	SH	SOLE	2854	
HILLENBRAND INC	COM	431571108	202	5203	SH	SOLE	5203	
HOME DEPOT INC	COM	437076102	293	1793	SH	SOLE	1681	112
HONEYWELL INTL INC	COM	438516106	2187	15427	SH	SOLE	14922	505
HONEYWELL INTL INC	COM	438516106	70	492	SH	OTR	41	451
IPG PHOTONICS CORP	COM	44980X109	221	1193	SH	SOLE	1193	
IPG PHOTONICS CORP	COM	44980X109	4	21	SH	OTR	21	
INTEL CORP	COM	458140100	4971	130537	SH	SOLE	126292	4245
INTEL CORP	COM	458140100	229	6023	SH	OTR	2640	
INTERNATIONAL BUSINESS	COM	459200101	2962	20416	SH	SOLE	19771	3383
MACHS	COM	459200101	94	645	SH	OTR	51	594
MACHS	COM	460690100	321	15453	SH	SOLE	15453	
INTERPUBLIC GROUP COS	COM	460690100	5	257	SH	OTR	257	
INTERPUBLIC GROUP COS	COM	460690100	10147	209869	SH	SOLE	205238	4493
IShares TR	MSCI ACWI EX US	464288240	238	4932	SH	OTR	1974	2958
IShares TR	MSCI ACWI EX US	464288240	1566	16393	SH	SOLE	16061	332
JPMORGAN CHASE & CO	COM	46625H100						

JPMORGAN CHASE & CO	COM	46625H100	478	5000	SH	OTR	5000	2087	9373
JOHN HANCOCK FDS III	INTL GWTH CL I	47803T627	62299	2342054	SH	SOLE	2330593	636	
JOHN HANCOCK FDS III	INTL GWTH CL I	47803T627	476	17900	SH	OTR	17264	1737	7974
JOHN HANCOCK FDS III	DSP/LN VAL FD I	47803U640	45277	2097142	SH	SOLE	2087430	778	7950
JOHN HANCOCK FDS III	DSP/LN VAL FD I	47803U640	356	16494	SH	OTR	15716	827	208
JOHN HANCOCK FDS III	DISC VAL MCP I	47803W406	25378	1074436	SH	SOLE	1065658		
JOHN HANCOCK FDS III	DISC VAL MCP I	47803W406	580	24553	SH	OTR	24345		
JOHN HANCOCK FDS III	INTL GROWTH R6	47803W679	1655	62148	SH	SOLE	62148		
JOHN HANCOCK FDS III	DISP VLMDCP R6	47803W703	627	26547	SH	SOLE	26547		245
JOHNSON & JOHNSON	COM	478160104	434	3336	SH	SOLE	3091		195
KDDI CORP	ADR	486671106	214	16235	SH	SOLE	16235		
KIMBERLY CLARK CORP	COM	494368103	184	1566	SH	SOLE	1371		
KIMBERLY CLARK CORP	COM	494368103	245	2083	SH	OTR	2083		
LAM RESEARCH CORP	COM	512807108	393	2126	SH	SOLE	2126		
LAM RESEARCH CORP	COM	512807108	6	35	SH	OTR	35		
LEGG MASON INC	COM	524901105	1952	49662	SH	SOLE	47454		2208
LEGG MASON INC	COM	524901105	64	1632	SH	OTR	134		
LILLY ELI & CO	COM	532457108	119	1397	SH	SOLE	1163		234
LILLY ELI & CO	COM	532457108	114	1330	SH	OTR	1330		
LOCKHEED MARTIN CORP	COM	539830109	260	839	SH	SOLE	839		
LONGLEAF PARTNERS FDS	SH BEN INT	543069108	228	8081	SH	SOLE	8081	1498	
LOWES COS INC	COM	548661107	333	4170	SH	SOLE	4170		
MAGNA INTL INC	COM	559222401	751	14071	SH	SOLE	14071		
MAGNA INTL INC	COM	559222401	11	215	SH	OTR	215		
MANPOWERGROUP INC	COM	56418H100	355	3017	SH	SOLE	3017		
MANULIFE FINL CORP	COM	56501R106	2182	107560	SH	SOLE	103132		4428
MANULIFE FINL CORP	COM	56501R106	66	3237	SH	OTR	265	2972	
MATTEL INC	COM	577081102	913	58976	SH	SOLE	57001		1975
MATTEL INC	COM	577081102	30	1906	SH	OTR	158	1748	
MCDONALDS CORP	COM	580135101	2175	13884	SH	SOLE	13573		311
MCDONALDS CORP	COM	580135101	46	292	SH	OTR	25	267	514
MERCK & CO INC	COM	58933Y105	487	7599	SH	SOLE	7085		
MERCK & CO INC	COM	58933Y105	13	206	SH	OTR	206		
MERIDIAN FD INC	SMALL CP INSTL	589619824	498	30849	SH	SOLE	30849		
MERIDIAN FD INC	SMCP GRW INSTL	589619840	21638	1347305	SH	SOLE	1342480	875	3950
MERIDIAN FD INC	SMCP GRW INSTL	589619840	124	7704	SH	OTR	7386	318	
METLIFE INC	COM	59156R108	4551	87595	SH	SOLE	84234	2558	3361
METLIFE INC	COM	59156R108	145	2784	SH	OTR	226		1602
MICROSOFT CORP	COM	594918104	3702	49692	SH	SOLE	48090	1055	
MICROSOFT CORP	COM	594918104	86	1149	SH	OTR	94		
MOHAWK INDS INC	COM	608190104	365	1475	SH	SOLE	1475		
MOHAWK INDS INC	COM	608190104	6	25	SH	OTR	25		
MURPHY OIL CORP	COM	626717102	2268	85406	SH	SOLE	85406		
MURPHY OIL CORP	COM	626717102	109719	4131005	SH	OTR	70000	4061005	
MURPHY USA INC	COM	626755102	1399	20276	SH	SOLE	20276		
MURPHY USA INC	COM	626755102	70032	1014957	SH	OTR	2500	1012457	
MUTUAL SER FD INC	GBL DISCVR FD Z	628380404	62275	1870128	SH	SOLE	1850683	1643	17800

MUTUAL SER FD INC	GBL DISCVR FD Z	628380404	468	14040	SH	OTR	13539	501	
NATIONAL GRID PLC	SPONSORED ADR NE	636274409	220	3501	SH	SOLE	3208		
NATIONAL GRID PLC	SPONSORED ADR NE	636274409	18	284	SH	OTR	284		293
NETEASE INC	SPONSORED ADR	64110W102	524	1986	SH	SOLE	1986		
NETGEAR INC	COM	64111Q104	625	13129	SH	SOLE	13129		
NETGEAR INC	COM	64111Q104	11	221	SH	OTR	221		
NIKE INC	CL B	654106103	266	5129	SH	SOLE	5129		900
NORFOLK SOUTHERN CORP	COM	655844108	3634	27484	SH	SOLE	26584		
NORFOLK SOUTHERN CORP	COM	655844108	117	882	SH	OTR	72	810	
NORTHERN TR CORP	COM	665859104	320	3480	SH	SOLE	3480		
NUCOR CORP	COM	670346105	1549	27639	SH	SOLE	26646		993
NUCOR CORP	COM	670346105	40	721	SH	OTR	57	664	
OCCIDENTAL PETE CORP DEL COM		674599105	211	3286	SH	SOLE	3044		242
OCCIDENTAL PETE CORP DEL COM		674599105	13	202	SH	OTR	202		
ORACLE CORP	COM	68389X105	289	5971	SH	SOLE	5971		
PDL BIOPHARMA INC	COM	69329Y104	74	21800	SH	OTR		21800	
PEPSICO INC	COM	713448108	3570	32035	SH	SOLE	31155		880
PEPSICO INC	COM	713448108	96	858	SH	OTR	121	737	
PFIZER INC	COM	717081103	2910	81500	SH	SOLE	78149		3351
PFIZER INC	COM	717081103	106	2963	SH	OTR		2963	
PHILIP MORRIS INTL INC	COM	718172109	4853	43716	SH	SOLE	42225		1491
PHILIP MORRIS INTL INC	COM	718172109	160	1437	SH	OTR	320	1117	
PHILLIPS 66	COM	718546104	228	2490	SH	SOLE	2490		
POLARIS INDS INC	COM	731068102	350	3343	SH	SOLE	3343		
POLARIS INDS INC	COM	731068102	6	56	SH	OTR	56		
PRAXAIR INC	COM	74005P104	42	300	SH	SOLE	300		
PRAXAIR INC	COM	74005P104	783	5600	SH	OTR	5600		
PRICE T ROWE GROUP INC	COM	74144T108	633	6984	SH	SOLE	6984		
PRICE T ROWE GROUP INC	COM	74144T108	10	106	SH	OTR	106		
PRICE T ROWE GROWTH STK COM		741479109	50524	752964	SH	SOLE	746231	605	6127
PRICE T ROWE GROWTH STK COM		741479109	389	5793	SH	OTR	5522	271	
PRICE T ROWE GROWTH STK COM		741479406	1090	16210	SH	SOLE	16210		
PRICE T ROWE GROWTH STK FD CL I		74160Q103	4014	115883	SH	SOLE	115883		
PRIMECAP ODYSSEY FUNDS	GROWTH FUND								
GROWTH FUND									
PROCTER AND GAMBLE CO	COM	742718109	1090	11978	SH	SOLE	11896		82
PROCTER AND GAMBLE CO	COM	742718109	13	139	SH	OTR	139		

PROSPECT CAPITAL CORPORATION COM	74348T102	108	16000	SH	SOLE	16000	
PRUDENTIAL FINL INC	744320102	5358	50391	SH	SOLE	48718	1673
PRUDENTIAL FINL INC	744320102	174	1641	SH	OTR	132	
QUALCOMM INC	747525103	1936	37340	SH	SOLE	36155	1185
QUALCOMM INC	747525103	60	1161	SH	OTR	96	
RAYTHEON CO	755111507	5051	27069	SH	SOLE	26020	1049
RAYTHEON CO	755111507	163	874	SH	OTR	72	
REGIONS FINL CORP NEW	7591EP100	861	56534	SH	SOLE	50634	5900
RENASANT CORP	75970E107	2228	51924	SH	SOLE	51924	
ROBERT HALF INTL INC	770323103	425	8445	SH	SOLE	8445	
ROBERT HALF INTL INC	770323103	7	143	SH	OTR	143	
ROCHE HLDG LTD	771195104	638	19963	SH	SOLE	19963	
ROWE T PRICE EQUITY SH BEN INT	779547108	62067	1814831	SH	SOLE	1794837	18181
INCOME F							
ROWE T PRICE EQUITY	779547108	601	17574	SH	OTR	16762	812
INCOME F							
ROWE T PRICE EQUITY	779547405	1910	55837	SH	SOLE	55837	
INCOME F							
ROWE T PRICE MID-CAP	779556109	24901	276339	SH	SOLE	273908	215
GROWTH							
ROWE T PRICE MID-CAP	779556109	569	6316	SH	OTR	6262	54
GROWTH							
ROWE T PRICE MID-CAP	779556406	484	5361	SH	SOLE	5361	
GROWTH							
S&P GLOBAL INC	78409V104	3084	19728	SH	SOLE	19728	
SMC CORP JAPAN	78445W306	273	15484	SH	SOLE	15484	
SPDR S&P 500 ETF TR	78462F103	453	1802	SH	SOLE	1802	
SPDR SERIES TRUST	78464A763	215	2358	SH	SOLE	2358	
SANOI	80105N105	228	4582	SH	SOLE	4174	408
SANOI	80105N105	20	394	SH	OTR	394	
SCHLUMBERGER LTD	806857108	463	6630	SH	SOLE	6630	
SILICON MOTION	82706C108	536	11159	SH	SOLE	11159	
TECHNOLOGY CO							
SILICON MOTION	82706C108	9	189	SH	OTR	189	
TECHNOLOGY CO							
SIMMONS 1ST NATL CORP	828730200	616	10636	SH	SOLE	10636	
SIMPSON MANUFACTURING CO INC	829073105	383	7811	SH	SOLE	7811	
SIMPSON MANUFACTURING CO INC	829073105	7	134	SH	OTR	134	
SINCLAIR BROADCAST GROUP INC	829226109	442	13791	SH	SOLE	13791	
SINCLAIR BROADCAST GROUP INC	829226109	7	233	SH	OTR	233	
SIRIUS XM HLDGS INC	829688103	66	12000	SH	SOLE	12000	
SKYWORKS SOLUTIONS INC	83088M102	729	7152	SH	SOLE	7152	

SKYWORKS SOLUTIONS INC	COM	83088M102	12	120	SH	OTR	120	
SMUCKER J M CO	COM NEW	832696405	1541	14686	SH	SOLE	14018	
SMUCKER J M CO	COM NEW	832696405	49	466	SH	OTR	39	668
SOUTHERN CO	COM	842587107	872	17747	SH	SOLE	17707	427
SOUTHERN CO	COM	842587107	8	172	SH	OTR	172	
SOUTHWEST AIRLS CO	COM	844741108	338	6034	SH	SOLE	6034	
SOUTHWEST AIRLS CO	COM	844741108	5	98	SH	OTR	98	
SPRINT CORP	COM SER 1	85207U105	137	17602	SH	SOLE	17602	
STANLEY BLACK & DECKER	COM	854502101	346	2291	SH	SOLE	2291	
INC								
STRYKER CORP	COM	863667101	1083	7624	SH	SOLE	7624	
SUBSEA 7 S A	SPONSORED ADR	864323100	307	18675	SH	SOLE	18675	
SUMITOMO MITSUI FINL	SPONSORED ADR	86562M209	187	24237	SH	SOLE	24237	
GROUP I								
SUNTRUST BKS INC	COM	867914103	271	4536	SH	SOLE	4536	
SWINGPLANE VENTURES INC	COM NEW	870787207	0	15000	SH	SOLE	15000	
SYNOPSYS INC	COM	871607107	277	3444	SH	SOLE	3444	
SYNCHRONY FINL	COM	87165B103	203	6525	SH	SOLE	6525	
TAIWAN SEMICONDUCTOR	SPONSORED ADR	874039100	433	11543	SH	SOLE	11543	
MFG LTD								
TAIWAN SEMICONDUCTOR	SPONSORED ADR	874039100	6	169	SH	OTR	169	
MFG LTD								
TENNECO INC	COM	880349105	580	9553	SH	SOLE	9553	
TENNECO INC	COM	880349105	9	150	SH	OTR	150	
TEXAS INSTRS INC	COM	882508104	440	4909	SH	SOLE	4909	
TEXAS INSTRS INC	COM	882508104	6	68	SH	OTR	68	
THOR INDS INC	COM	885160101	626	4975	SH	SOLE	4975	
THOR INDS INC	COM	885160101	11	86	SH	OTR	86	
THORNBURG INVT TR	INV/INCM BLD I	885215467	622	28746	SH	SOLE	27951	794
THORNBURG INVT TR	INV/INCM BLD I	885215467	20	938	SH	OTR	938	
TIFFANY & CO NEW	COM	886547108	268	2919	SH	SOLE	2919	
TOTAL S A	SPONSORED ADR	89151E109	279	5210	SH	SOLE	4946	
TOTAL S A	SPONSORED ADR	89151E109	14	256	SH	OTR	256	
TOTAL SYS SVCS INC	COM	891906109	298	4554	SH	SOLE	4554	
TRUSTMARK CORP	COM	898402102	803	24234	SH	SOLE	24234	
TYSON FOODS INC	CL A	902494103	469	6658	SH	SOLE	6658	
TYSON FOODS INC	CL A	902494103	6	91	SH	OTR	91	
USA TRUCK INC COM	COM	902925106	747	53195	SH	SOLE	53195	
UNDISCOVERED MANAGERS	BEHAVIORAL VILU L	904504842	18710	269675	SH	SOLE	268647	867
FDS								
UNDISCOVERED MANAGERS	BEHAVIORAL VILU L	904504842	121	1749	SH	OTR	1676	
FDS								
UNITED PARCEL SERVICE INC	CL B	911312106	4529	37710	SH	SOLE	36458	1242

UNITED PARCEL SERVICE INC CL B	911312106	144	1203	SH	OTR	117	1086
UNITED TECHNOLOGIES COM	913017109	599	5156	SH	SOLE	5156	
UNITED THERAPEUTICS COM	91307C102	342	2919	SH	SOLE	2919	
UNITED THERAPEUTICS COM DEL	91307C102	6	49	SH	OTR	49	
UNITED THERAPEUTICS COM DEL	913543104	533	5432	SH	SOLE	5432	
UNIVERSAL FST PRODS INC COM	913543104	9	92	SH	OTR	92	
UNIVERSAL HLTH SVCS INC CL B	913903100	255	2297	SH	SOLE	2297	
V F CORP COM	918204108	355	5580	SH	SOLE	5580	
VALERO ENERGY CORP NEW COM	91913Y100	3522	45783	SH	SOLE	43764	2019
VALERO ENERGY CORP NEW COM	91913Y100	114	1478	SH	OTR	122	1356
VALEO SPONSORED ADR DIV APP ETF	919134304	339	9135	SH	SOLE	9135	
VANGUARD SPECIALIZED PORTFOL	921908844	288	3043	SH	SOLE	2643	400
VANGUARD WORLD FD MEGA CAP INDEX	921910873	30262	350778	SH	SOLE	348939	195
VANGUARD WORLD FD MEGA CAP INDEX	921910873	535	6204	SH	OTR	2532	3672
VANGUARD ADMIRAL FDS 500 GRTH IDX F INC	921932505	304	2363	SH	SOLE	2363	
VANGUARD INTL EQUITY INDEX F	922042775	252	4785	SH	SOLE	4785	
VANGUARD INTL EQUITY INDEX F	922042791	358	17227	SH	SOLE	17227	
VANTIV INC CL A	92210H105	402	5699	SH	SOLE	5699	
VANGUARD INDEX FDS 500 PORTFOLIO	922908108	397	1705	SH	SOLE	1705	
VANGUARD INDEX FDS S&P 500 ETF SHS	922908363	441	1912	SH	SOLE	1912	
VANGUARD INDEX FDS SML CP GRW ETF	922908595	763	5000	SH	SOLE	5000	
VANGUARD INDEX FDS SM CP VAL ETF	922908611	732	5725	SH	SOLE	5725	
VANGUARD INDEX FDS MID CAP ETF	922908629	6626	45074	SH	SOLE	44548	506
VANGUARD INDEX FDS MID CAP ETF	922908629	103	702	SH	OTR	280	422
VANGUARD INDEX FDS GRW INDEX ADMIL	922908660	508	7430	SH	SOLE	7430	
VANGUARD INDEX FDS VALU INDEX ADM	922908678	409	10510	SH	SOLE	10510	
VANGUARD INDEX FDS VALUE ETF	922908744	2496	25000	SH	SOLE	25000	
VANGUARD INDEX FDS SMALL CP ETF	922908751	3888	27509	SH	SOLE	27316	
VANGUARD INDEX FDS SMALL CP ETF	922908751	60	427	SH	OTR	128	184
VANGUARD INDEX FDS TOTAL STK MKT	922908769	216	1671	SH	SOLE	1671	
VERIZON COM	92343V104	3040	61422	SH	SOLE	59711	1711
VERIZON COMMUNICATIONS INC	92343V104	104	2103	SH	OTR	711	1392
VERISK ANALYTICS INC COM	92345Y106	472	5674	SH	SOLE	5674	
VISA INC COM CL B	92826C201	17889	103193	SH	SOLE	103193	

VISA INC	COM CL A	92826C839	1382	13129	SH	SOLE	13129
VODAFONE GROUP PLC	SPONSORED ADR	92857W308	395	13886	SH	SOLE	13683
NEW							203
VODAFONE GROUP PLC	SPONSORED ADR	92857W308	25	886	SH	OTR	886
NEW							
WABCO HLDGS INC	COM	92927K102	276	1862	SH	SOLE	1862
WAL-MART STORES INC	COM	931142103	1123	14375	SH	SOLE	14375
WAL-MART STORES INC	COM	931142103	977	12500	SH	OTR	12500
WASHINGTON MUT INVS FD	CL F-2 SHS	939330825	1392	31288	SH	OTR	31288
INC							
WELLS FARGO CO NEW	COM	949746101	3203	58069	SH	SOLE	55705
WELLS FARGO CO NEW	COM	949746101	100	1805	SH	OTR	149
WESTLAKE CHEM CORP	COM	960413102	519	6250	SH	SOLE	6250
WESTLAKE CHEM CORP	COM	960413102	9	104	SH	OTR	104
WISDMTREE TR	EUROPE HEDGED EQ	97717X701	809	12500	SH	SOLE	12500
							2364
							1656