

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| OMB APPROVAL                                 |           |
|--|-----------|
| OMB Number:                                  | 3235-0287 |
| Estimated average burden hours per response: | 0.5       |

|   |  |   |
|---|--|---|
| 1. Name and Address of Reporting Person*<br><b>GRAY JAMES W</b> | 2. Issuer Name and Ticker or Trading Symbol<br><b>RENASANT CORP [ RNST ]</b> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>Director 10% Owner<br>X Officer (give title below) Other (specify below)<br><b>Sr Exec Vice President</b> |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>01/31/2008</b>        |   |
| (Last) (First) (Middle)   | 4. If Amendment, Date of Original Filed (Month/Day/Year)                     | 6. Individual or Joint/Group Filing (Check Applicable Line)<br>X Form filed by One Reporting Person<br>Form filed by More than One Reporting Person                                     |
| (Street)  |  |   |
| (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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|----------------------|---|--|---|
|                                 |                                      |  | Code                           | V | Amount  | (A) or (D) | Price                |   |  |   |
| Common Stock                    |                                      |  |                                |   |   |            | 18,063               | I   | By 401(K)  |   |
| Common Stock                    | 01/31/2008                           |  | D                              |   | 900 <sup>(4)</sup>  | D          | 2,409.91             | D   |  |   |
| Common Stock                    |                                      |  |                                |   |   |            | 590.91               | I   | Spouse IRA   |   |
| Common Stock (Restricted)       |                                      |  |                                |   |   |            | 1,500 <sup>(1)</sup> | D   |  |   |

**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 Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|---------------------------|---|--|--|---|--|
|  |  |                                      |  | Code                           | V |  | Date Exercisable   | Expiration Date           |   |  |  |   |  |
| Phantom Stock                              | (2)  |                                      |  |                                |   |  | (2)  | (2)                       | Common Stock  | 769.96                                     | 769.96   | D   |  |
| Stock Option (Right to Buy)                | \$15.65  |                                      |  |                                |   |  | 01/01/2003 <sup>(3)</sup>                                | 01/01/2012 <sup>(3)</sup> | Common Stock  | 7,875                                      | 7,875  | D   |  |
| Stock Option (Right to Buy)                | \$18.77  |                                      |  |                                |   |  | 01/01/2004 <sup>(3)</sup>                                | 01/01/2013 <sup>(3)</sup> | Common Stock  | 7,875                                      | 7,875  | D   |  |
| Stock Option (Right to Buy)                | \$22.23  |                                      |  |                                |   |  | 01/01/2005 <sup>(3)</sup>                                | 01/01/2014 <sup>(3)</sup> | Common Stock  | 7,875                                      | 7,875  | D   |  |
| Stock Option (Right to Buy)                | \$22.77  |                                      |  |                                |   |  | 01/01/2006 <sup>(3)</sup>                                | 01/01/2015 <sup>(3)</sup> | Common Stock  | 7,875                                      | 7,875  | D   |  |
| Stock Option (Right to Buy)                | \$21.93  |                                      |  |                                |   |  | 01/01/2007 <sup>(3)</sup>                                | 01/01/2016 <sup>(3)</sup> | Common Stock  | 7,500                                      | 7,500  | D   |  |
| Stock Option (Right to Buy)                | \$30.63  |                                      |  |                                |   |  | 01/01/2008 <sup>(3)</sup>                                | 01/01/2017 <sup>(3)</sup> | Common Stock  | 7,500                                      | 7,500  | D   |  |
| Stock Option (Right to Buy)                | \$17.63  |                                      |  |                                |   |  | 01/01/2009 <sup>(3)</sup>                                | 01/01/2018 <sup>(3)</sup> | Common Stock  | 7,500                                      | 7,500  | D   |  |

**Explanation of Responses:**

1. This is the target amount of performance based restricted stock gran available at the end of the performance cycle if certain performance criteria is met. Any adjustments to the target award will be reported at the time of the actual determination of performance as compared to the applicable threshold, target and maximum performance objectives. In no event, however, will the number of shares awarded exceed 150% of the number of shares of the target award. Share price will be determined on the last business day prior to the end of the performance cycle.

2. The phantom stock units are accrued under the Renasant DSU Plan. The units are settled 100% in the Company's common stock upon the reporting person's retirement or upon approve hardship reasons. The

conversion or exercise price is one phantom stock unit for one share of the Company's common stock.

3. Beginning with the issue date, equal installments of 33 1/3 of the option granted will be available for exercise upon completion of one, two and three years of service measured from date of grant, respectively. The options expire ten (10) years from the grant date.

4. This is the adjustment to the target amount of the 2007 performance based restricted stock previously reported.

James W Gray

02/04/2008

\*\* Signature of Reporting Person

Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**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 Number.**