TRUSTMARK CORP

Form 4

February 22, 2008

FORM 4

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

OMB Number:

Estimated average

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

3235-0287 January 31, Expires: 2005

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

See Instruction

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

burden hours per response... 0.5

1(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person * HOST GERARD R | | | 2. Issuer Name and Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer | | | |
|---|----------|----------|--|--|--|--|--|
| | | | TRUSTMARK CORP [TRMK] | (Check all applicable) | | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction | | | | |
| | | | (Month/Day/Year) | Director 10% Owner | | | |
| P. O. BOX 291 | | | 02/20/2008 | Officer (give title _X_ Other (specify below) | | | |
| | | | | Owned Subsidiary | | | |
| | (Street) | | 4. If Amendment, Date Original | 6. Individual or Joint/Group Filing(Check | | | |
| | | | Filed(Month/Day/Year) | Applicable Line) | | | |
| | | | | _X_ Form filed by One Reporting Person | | | |
| JACKSON, | MS 39205 | | | Form filed by More than One Reporting Person | | | |
| (City) | (State) | (Zip) | Table I Non Desirative Committee A | aguined Disposed of an Boneficially Owned | | | |

| (- ') | Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | | | |
|------------|--|--------------------|------------|---------------------|-------|----------------|------------------|--------------|--------------|--|
| 1.Title of | 2. Transaction Date | 2A. Deemed | 3. | 4. Securi | ties | | 5. Amount of | 6. Ownership | 7. Nature of | |
| Security | (Month/Day/Year) | Execution Date, if | Transactio | nAcquired | (A) o | r | Securities | Form: Direct | Indirect | |
| (Instr. 3) | | any | Code | Disposed | of (D |) | Beneficially | (D) or | Beneficial | |
| | | (Month/Day/Year) | (Instr. 8) | (Instr. 3, 4 and 5) | | | Owned | Indirect (I) | Ownership | |
| | | | | | | | Following | (Instr. 4) | (Instr. 4) | |
| | | | | (A) or | | Reported | | | | |
| | | | | | | Transaction(s) | | | | |
| | | | Code V | Amount | (D) | Price | (Instr. 3 and 4) | | | |
| common (1) | 02/20/2008 | | A | 8,902 | A | \$0 | 61,229 | D | | |
| common | 02/21/2008 | | F | 2,284 | D | \$ 21 | 58,945 | D | | |
| common (2) | 02/20/2008 | | A | 7,122 | A | \$0 | 66,067 | D | | |

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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| 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. Transactio Code (Instr. 8) | 5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) | | ate Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | of ng s | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr |
|---|---|---|---|--|---|---------------------|--------------------|---|---------------|---|---|
| | | | | Code V | (Instr. 3, 4, and 5) (A) (D) | Date Exercisable | Expiration Date | or Title Nu of | umber | | |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

HOST GERARD R P. O. BOX 291 JACKSON, MS 39205

Owned Subsidiary

Signatures

Gerard R. Host by: T. Harris Collier, III, POA 02/22/2008

**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).
- Reflects 100% vesting of performance-based restricted stock award granted on 5/10/05 under the Trustmark Corporation 2005 Stock and (1) Incentive Compensation Plan (the Plan). The performance period for the award ended 12/31/07, and vesting of the award was certified by Trustmark's Human Resources Committee (the Committee) on 2/20/08.
- (2) Reflects vesting in excess of 100% of performance-based restricted stock award granted on 5/10/05 under the Plan, as certified by the Committee on 2/20/08. These shares are restricted until the earlier of Trustmark's annual meeting in 2010 or 5/31/2010.

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.

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