**DEWEY DUANE A** 

Form 4

February 16, 2012

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL OMB** 

3235-0287 Number:

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Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

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 See Instruction

1(b).

stock (2)

common

stock

(Print or Type Responses)

1. Name and Address of Reporting Person * DEWEY DUANE A			2. Issuer Name <b>and</b> Ticker or Trading Symbol						5. Relationship of Reporting Person(s) to Issuer			
			TRUSTMARK CORP [TRMK]					KJ	(Check all applicable)			
(Last)	(First) (		3. Date of Earliest Transaction									
P. O. BOX 291			(Month/Day/Year) 02/14/2012					Director 10% Owner Officer (give titleX Other (specify below) Wholly owned Subsidiary				
	4	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								Form filed by More than One Reporting Person				
(City)	(Zip)	Table I - Non-Derivative Securities Acq						quired, Disposed of, or Beneficially Owned				
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution I any (Month/Day	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)					5. Amount of Securities Beneficially Owned Following Reported	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
				Code V		O Amount (E		Price	Transaction(s) (Instr. 3 and 4)			
common stock (1)	02/14/2012			A		3,684	A	\$ 0	20,432	D		
common stock	02/14/2012			F		1,319	D	\$ 23.89	19,113	D		
common	02/14/2012			A		3,316	A	\$ 0	22,429	D		

Held by company

sponsored

401k

3,651

Ι

#### Edgar Filing: DEWEY DUANE A - Form 4

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

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 Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	9
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration Date		Amount of		Derivative	J
Security	or Exercise		any	Code	of			Underlying	Security	,	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative			Securities (Instr. 3 and 4)		(Instr. 5)	]
	Derivative				Securities						(
	Security				Acquired						J
					(A) or						]
					Disposed						7
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration Date	Title Nu	or Number		
						Exercisable			of		
				Code V	(A) (D)						
				Code v	(A) (D)				Shares		

## **Reporting Owners**

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

**DEWEY DUANE A** P.O. BOX 291 JACKSON, MS 39201

Wholly owned Subsidiary

#### **Signatures**

Duane A. Dewey by: T. Harris Collier, III,

**POA** 02/16/2012

> \*\*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 awards granted on 3/31/09 and 10/27/09 under the Trustmark Corporation (1) 2005 Stock & Incentive Plan (the Plan). The performance period for the awards ended 12/31/11 & vesting of the awards was certified by Trustmark's Human Resources Committee (the Committee) on 2/14/12.
- Reflects vesting of 90% performance based restricted stock awards granted on 3/31/09 amd 10/27/09 under the Plan, as certified by the Committee on 2/14/12. Those shares are restricted until 12/16/14.

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.

Reporting Owners 2

**SEC 1474** 

(9-02)

9. Ni Deriv Secu

Bene Own Follo Repo Trans (Insti