

Abington Leonard Q
Form 4
December 31, 2012

FORM 4

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

OMB APPROVAL

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

STATEMENT OF CHANGES IN 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 *
Abington Leonard Q

2. Issuer Name and Ticker or Trading Symbol
MIDSOUTH BANCORP INC
[MSL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
12/28/2012

Director 10% Owner
 Officer (give title below) Other (specify below)

102 VERSAILLES BLVD.

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

LAFAYETTE, LA 70501

(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 Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock	12/28/2012		A		441,981	A	441,981	D
Common Stock	02/28/2012		A		13,064	A	13,064	I By Family Trust 1
Common Stock	12/28/2012		A		13,064	A	13,064	I By Family Trust 2

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

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number.

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 Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Series C Convertible Preferred Stock	\$ 18	12/28/2012		A	58,421	12/28/2012	(2)	Common Stock	324,561
Series C Convertible Preferred Stock	\$ 18	12/28/2012		A	1,726	12/28/2012	(2)	Common Stock	9,588
Series C Convertible Preferred Stock	\$ 18	12/28/2012		A	1,726	12/28/2012	(2)	Common Stock	9,588

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Abington Leonard Q 102 VERSAILLES BLVD. LAFAYETTE, LA 70501		X		

Signatures

Shaleen B. Pellerin, Attorney
in Fact

12/31/2012

__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).

- (1) Received in exchange for shares of PSB Financial Corporation common stock in connection with the merger of PSB into MidSouth Bancorp, Inc., effective as of December 28, 2012, pursuant to the Agreement and Plan of Merger, dated as of September 26, 2012. Pursuant to the Merger Agreement each share of PSB common stock was converted into the right to receive (i) \$218.77 in cash, (ii) 10.3441 shares of MidSouth common stock, (iii) 1.3673 shares of MidSouth Series C Convertible Preferred Stock, and (iv) one

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contingent value right representing the right to receive a cash payment of up to \$27.35, plus interest in the amount of 4.00% per annum, with the exact amount based on the resolution of certain identified PSB loans over a three-year period following the December 28, 2012.

(2) The Series C Convertible Preferred Stock has no expiration date.

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

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