MIDSOUTH BANCORP INC

Form 4 July 13, 2007

FORM 4

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

OMB Number:

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

obligations

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

may continue. See Instruction

1(b).

(Last)

(City)

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person * LANDRY DONNIE R

(First)

(State)

2. Issuer Name and Ticker or Trading

Symbol

MIDSOUTH BANCORP INC

[MSL]

3. Date of Earliest Transaction

(Month/Day/Year) 07/13/2007

(Street) 4. If Amendment, Date Original

(Middle)

(7:m)

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

Expires:

response...

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

Director 10% Owner _X__ Officer (give title __X__ Other (specify

below) below)

Exec. VP/CLO / Director of Subsidiary

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person

X_ Form filed by More than One Reporting Person

LAFAYETTE, LA 70501

102 VERSAILLES BLVD.

| (City) | (State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | lly Owned | | | |
|--------------------------------------|--|---|---------------------------|---------------------------------|-----|---|--|----------------------------------|----------------------------------|
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any | 3. Transaction Code | 4. Securi on(A) or Di (D) | | • | 5. Amount of Securities Beneficially | 6. Ownership Form: Direct (D) or | 7. Nature of Indirect Beneficial |
| | | (Month/Day/Year) | (Instr. 8) | (Instr. 3, 4 and 5) (A) or | | Owned Indirect (I) Following (Instr. 4) Reported Transaction(s) | | Ownership (Instr. 4) | |
| | | | Code V | Amount | (D) | Price | (Instr. 3 and 4) | | |
| common stock | 07/13/2007 | | M | 3,781 (1) | A | \$ 6.88 | 57,227 | D | |
| common stock | 07/13/2007 | | M | 0 | A | \$0 | 6,200 | I | Cust. for Son |
| common stock | 07/13/2007 | | M | 0 | A | \$0 | 12,225 | I | Spouse IRA |
| common stock | 07/13/2007 | | M | 0 | A | \$0 | 23,603 | I | ESOP |

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

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SEC 1474 (9-02)

> 9. Nu Deriv Secu Bene Own Follo Repo Trans (Insti

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 | e and | 8. Price of |
|-------------|-------------|---------------------|--------------------|------------|------------|------------------|-------------|--------------|----------|-------------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transacti | onNumber | Expiration D | ate | Amou | nt of | Derivative |
| Security | or Exercise | | any | Code | of | (Month/Day/ | Year) | Under | lying | Security |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivative | e | | Securi | ities | (Instr. 5) |
| | Derivative | | | | Securities | | | (Instr. | 3 and 4) | |
| | Security | | | | Acquired | | | | | |
| | | | | | (A) or | | | | | |
| | | | | | Disposed | | | | | |
| | | | | | of (D) | | | | | |
| | | | | | (Instr. 3, | | | | | |
| | | | | | 4, and 5) | | | | | |
| | | | | | | | | | Amount | |
| | | | | | | | | | or | |
| | | | | | | Date | Expiration | Title Number | | |
| | | | | | | Exercisable Date | Date | | of | |
| | | | | Code V | (A) (D) | | | | Shares | |
| | | | | ~~~ | (11) (1) | | | | Diluico | |

Reporting Owners

| | | Relationships | | | | |
|--|----------|---------------|-----------------|---------------------------|--|--|
| Reporting Owner Name / Address | Director | 10% Owner | Officer | Other | | |
| LANDRY DONNIE R 102 VERSAILLES BLVD. LAFAYETTE, LA 70501 | | | Exec. VP/CLO | Director of Subsidiary | | |
| DONNIE R LANDRY AS TRUSTEE FOR MIDSOUTH SOP & TRUST | | | Exec. VP/CLO | Director of Subsidiary | | |

Signatures

Donnie R. Landry 07/13/2007 Date

**Signature of Reporting Person

Donnie R. Landry, as Trustee for MidSouth Esop & 07/13/2007 Trust

> **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) Exercise of stock options

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

Reporting Owners 2

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