HALL KAREN L Form 4 May 10, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

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

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading HALL KAREN L Issuer Symbol MIDSOUTH BANCORP INC (Check all applicable) [MSL] (Last) (First) (Middle) 3. Date of Earliest Transaction _X__ Director _X__ 10% Owner _X_ Other (specify Officer (give title (Month/Day/Year) below) below) 102 VERSAILLES BLVD. 05/09/2006 Sr.Exec.VP (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

LAFAYETTE, LA 70501

Common

Stock

05/09/2006

(City)	(State)	(Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned							
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. 4. Securities Acquired Transaction(A) or Disposed of (D)			5. Amount of Securities	6. Ownership	7. Nature of Indirect Beneficial	
(Instr. 3)		any (Month/Day/Year)	Code (Instr. 8)	(Instr. 3,	4 and 3	5)	Beneficially Owned Following	Form: Direct (D) or Indirect	Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)	
Common stock	05/09/2006		M	25,525 (1)	A	\$ 4.41	36,403	D	
Common Stock	05/09/2006		M	0	A	\$0	28,762	I	Def.Comp.Plan

0

M

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

39,108

\$0

Α

Ι

Applicable Line)

Person

X Form filed by One Reporting Person ____ Form filed by More than One Reporting

SEC 1474 (9-02)

ESOP

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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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4.	5.	6. Date Exerc		7. Title and A		8. Price Derivat
Security (Instr. 3)	or Exercise Price of Derivative Security	(wondin Day) Teal)	(Month/Day/Year)	Code (Instr. 8)	of	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,		(Instr. 3 and 4)		Security (Instr. 5
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Options	\$ 10.2	05/09/2006		M	0	(2)	02/27/2008	Common Stock	0	\$ 0
Stock Options	\$ 8.6	05/09/2006		M	0	(2)	05/30/2012	Common Stock	0	\$ 0

Reporting Owners

Reporting Owner Name / Address	Relationships						
reporting owner runner runners	Director	10% Owner	Officer	Other			
HALL KAREN L							
102 VERSAILLES BLVD.	X	X		Sr.Exec.VP			
LAFAYETTE, LA 70501							

Signatures

Karen L. Hail 05/10/2006

**Signature of 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) Stock option exercise
- (2) Up to 20% of total during the second year; up to 40% during the third year; up to 60% during the fourth year; up to 80% during the fifth year and during the sixth and each subsequent year until ten years from date of grant up to 100% of the total number of shares.

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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