MIDSOUTH BANCORP INC

Form 4 June 02, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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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

(Print or Type Responses)

1(b).

(Last)

(City)

1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading Nichols John R Symbol

(Middle)

(First)

(Street)

(Ctata)

MIDSOUTH BANCORP INC [MSL]

3. Date of Earliest Transaction

(Month/Day/Year) 05/29/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

SEVP, Chief Credit Officer

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person

LAFAYETTE, LA 70501

102 VERSAILLES BLVD

(City)	(State) (Zip) Table	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any	3. Transactio	4. Securi n(A) or Di (Instr. 3,	spose	d of (D)	5. Amount of Securities Beneficially	6. Ownership Form: Direct (D) or	7. Nature of Indirect Beneficial
		(Month/Day/Year)	(Instr. 8)		(A) or		Owned Following Reported Transaction(s) (Instr. 3 and 4)	Indirect (I) (Instr. 4)	Ownership (Instr. 4)
Common Stock	05/29/2014		Code V M	Amount 7,031 (1)	(D)	Price \$ 12.97	11,717.57 (2)	D	
Common Stock	05/29/2014		M	0	A	\$0	4,370 (3)	I	ESOP

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

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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. Transacti Code (Instr. 8)	5. Number on 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
Employee Stock Options (right to buy)	\$ 12.97	05/29/2014		M	7,031	<u>(4)</u>	05/23/2022	Common Stock	7,031
Stock Options	\$ 20.88	05/29/2014		M	0	(5)	12/14/2015	Common Stock	0

Reporting Owners

Director 10% Owner Officer Other

Nichols John R

102 VERSAILLES BLVD SEVP, Chief Credit Officer

LAFAYETTE, LA 70501

Signatures

Shaleen B. Pellerin, Attorney in Fact 06/02/2014

**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.
- (2) Includes shares acquired in non-reportable dividend reinvestment transactions since the date of the last Form 4 filing.
- (3) Includes shares acquired in non-reportable Employee Stock Ownership Plan (ESOP) distributions since the date of the last Form 4 filing.
- (4) The option, representing a right to purchase a total of 17,597 shares, becomes exercisable in five (5) equal installments beginning May 23, 2013, which was the first anniversary of the date on which the option was granted.
- (5) Up to 20% of the 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.

Reporting Owners 2

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