

SIMMONS FIRST NATIONAL CORP  
Form DEF 14A  
March 09, 2007

SCHEDULE 14A INFORMATION  
Proxy Statement Pursuant to Section 14(a)  
of the Securities Exchange Act of 1934  
(Amendment No. )

Filed by the Registrant

Filed by a Party other than Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to 240.14a-11(c) or 240.14a-12

SIMMONS FIRST NATIONAL CORPORATION  
(Name of Registrant as Specified in Its Charter)

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(Name of Person(s) Filing Proxy Statement if other than the Registrant)

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1) Title of each class of securities to which transaction applies:

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1) Amount previously paid:

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2) Form, Schedule or Registration No.:

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3) Filing Party:

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4) Date Filed:

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**REVISED NOTICE OF  
ANNUAL MEETING OF SHAREHOLDERS**

TO THE SHAREHOLDERS OF SIMMONS FIRST NATIONAL CORPORATION:

NOTICE IS HEREBY GIVEN that the annual meeting of the shareholders of Simmons First National Corporation will be held at the Banquet Hall of the Pine Bluff Convention Center, Pine Bluff, Arkansas, at 7:30 P.M., on Tuesday, April 10, 2007 for the following purposes:

1. To fix at 9 the number of directors to be elected at the meeting;
2. To elect 9 persons as directors to serve until the next annual shareholders' meeting and until their successors have been duly elected and qualified;
3. To amend the Articles of Incorporation to increase the number of authorized shares of Class A, \$0.01 par value, Common Stock of the Company from 30,000,000 to 60,000,000; and
4. To transact such other business as may properly come before the meeting or any adjournment or adjournments thereof.

Only shareholders of record at the close of business on February 2, 2007, will be entitled to vote at the meeting.

BY ORDER OF THE BOARD OF DIRECTORS:

John L. Rush, Secretary  
Pine Bluff, Arkansas  
March 9, 2007

**ANNUAL MEETING OF SHAREHOLDERS**

**SIMMONS FIRST NATIONAL CORPORATION**

**P. O. Box 7009**

**Pine Bluff, Arkansas 71611**

**PROXY STATEMENT**

**Meeting to be held on April 10, 2007**

**Proxy and Proxy Statement furnished on or about March 9, 2007**

The enclosed proxy is solicited on behalf of the Board of Directors of Simmons First National Corporation (the "Company") for use at the annual meeting of the shareholders of the Company to be held on Tuesday, April 10, 2007, at 7:30 p.m., at the Banquet Hall of the Pine Bluff Convention Center, Pine Bluff, Arkansas, or at any adjournment or adjournments thereof. When such proxy is properly executed and returned, the shares represented by it will be voted at the meeting in accordance with any directions noted thereon, or if no direction is indicated, will be voted in favor of the proposals set forth in the notice.

**REVOCABILITY OF PROXY**

Any shareholder giving a proxy has the power to revoke it at any time before it is voted.

**COSTS AND METHOD OF SOLICITATION**

The costs of soliciting proxies will be borne by the Company. In addition to the use of the mails, solicitation may be made by employees of the Company by telephone, telegraph and personal interview. These persons will receive no compensation other than their regular salaries, but they will be reimbursed by the Company for their actual expenses incurred in such solicitations.

**OUTSTANDING SECURITIES AND VOTING RIGHTS**

At the meeting, holders of the \$0.01 par value Class A common stock (the "Common Stock") of the Company, the only class of stock of the Company outstanding, will be entitled to one vote, in person or by proxy, for each share of the Common Stock owned of record, as of the close of business on February 2, 2007. On that date, the Company had outstanding 14,193,644 shares of the Common Stock; 1,814,875 of such shares were held by Simmons First Trust Company ("SFTC"), in a fiduciary capacity, of which 120,290 shares will not be voted at the meeting. Hence, 14,073,354 shares will be deemed outstanding and entitled to vote at the meeting.

All actions requiring a vote of the shareholders must be taken at a meeting in which a quorum is present in person or by proxy. A quorum consists of a majority of the outstanding shares entitled to vote upon a matter. With respect to each proposal subject to a shareholder vote, other than the election of directors, approval requires that the votes cast for the proposal exceed the votes cast against it. The election of directors will be approved, if each director nominee receives a plurality of the votes cast. All proxies submitted will be tabulated by SFTC.

With respect to the election of directors, a shareholder may withhold authority to vote for all nominees by checking the box "withhold authority for all nominees" on the enclosed proxy or may withhold authority to vote for any nominee or nominees by checking the box "withhold authority for certain nominees" and lining through the name of such nominee or nominees for whom the authority to vote is withheld as it appears on the enclosed proxy. The enclosed proxy also provides a method for shareholders to abstain from voting on each other matter presented. By abstaining, shares will not be voted either for or against the subject proposals, but will be counted for quorum purposes. While there may be instances in which a shareholder may wish to abstain from voting on any particular

matter, the Board of Directors encourages all shareholders to vote their shares in their best judgment and to participate in the voting process to the fullest extent possible.

An abstention or a broker non-vote, (i.e., when a shareholder does not grant his or her broker authority to vote his or her shares on non-routine matters) will have no effect on any item to be voted upon by the shareholders.

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In the event a shareholder executes the proxy but does not mark the ballot to vote (or abstain) on any one or more of the proposals, the proxy solicited hereby confers discretionary authority to the named proxies to vote in their sole discretion with respect to such proposals. Further, if any matter, other than the matters shown on the proxy, is properly presented at the meeting which may be acted upon without special notice under Arkansas law, the proxy solicited hereby confers discretionary authority to the named proxies to vote in their sole discretion with respect to such matters, as well as other matters incident to the conduct of the meeting. On the date of the mailing of this Proxy Statement, the Board of Directors has no knowledge of any such other matter which will come before the meeting.

### SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS

The following table sets forth all persons known to management who own, beneficially or of record, more than 5% of the outstanding Common Stock, the number of shares owned by the named Executive Officers in the Summary Compensation Table and by all Directors and Executive Officers as a group.

<u>Name and Address of Beneficial Owner</u>	<u>Shares Owned Beneficially</u>	
	<u>[a]</u>	<u>Percent of Class</u>
Simmons First National Corporation Employee Stock Ownership Trust [b] 501 Main Street Pine Bluff, AR 71601	1,156,367	8.15%
J. Thomas May [c]	267,500	1.89%
Robert A. Fehlman [d]	24,640	*
David L. Bartlett [e]	34,826	*
Marty D. Casteel [f]	20,186	*
Tommie K. Jones [g]	25,487	*
All directors and officers as a group (13 persons)	494,794	3.49%

\* The shares beneficially owned represent less than 1% of the outstanding common shares.

[a] Under the applicable rules, "beneficial ownership" of a security means, directly or indirectly, through any contract, relationship, arrangement, undertaking or otherwise, having or sharing voting power, which includes the power to vote or to direct the voting of such security, or investment power, which includes the power to dispose of or to direct the disposition of such security. Unless otherwise indicated, each beneficial owner named has sole voting and investment power with respect to the shares identified.

[b] The Simmons First National Corporation Employee Stock Ownership Plan ("ESOP") purchases, holds and disposes of shares of the Company's stock. The Nominating, Compensation and Corporate Governance Committee and the Chief Executive Officer pursuant to delegation of authority from the Committee directs the trustees of the ESOP trust concerning when, how many and upon what terms to purchase or dispose of such shares, other than by distribution under the ESOP. Shares held by the ESOP may be voted only in accordance with the written instructions of the plan participants, who are all employees or former employees of the Company and its subsidiaries.

[c] Mr. May owned of record 134,383 shares; 18,506 shares were held in his IRA accounts; 1,192 shares were owned by his wife; 3,759 shares were owned by his stepchildren; 14,660 shares were held in his fully vested account in the ESOP; and 95,000 shares were deemed held through exercisable stock options.

[d] Mr. Fehlman owned of record 4,569 shares; 3,895 shares were held in his fully vested account in the ESOP and 16,176 shares were deemed held through exercisable incentive stock options.

[e] Mr. Bartlett owned of record 3,280 shares; 23,900 shares were owned in the Bartlett Family Trust; 220 shares were held in his fully vested account in the ESOP and 7,426 shares were deemed held through exercisable stock options.

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[f] Mr. Casteel owned of record 214 shares; 2,744 were owned jointly with his wife; 6,708 shares were held in his fully vested account in the ESOP and 9,720 shares were deemed held through exercisable incentive stock options.

[g] Ms. Jones owned of record 5,725 shares; 37 shares jointly with her spouse; 6,985 shares in her fully vested account in the ESOP and 12,980 shares were deemed held through exercisable incentive stock options.

### ELECTION OF DIRECTORS

The Board of Directors of the Company recommends that the number of directors to be elected at the meeting be fixed at nine (9) and that the persons named below be elected as such directors, to serve until the next annual meeting of the shareholders and until their successors are duly elected and qualified. Each of the persons named below is presently serving as a director of the Company for a term which ends on April 10, 2007, or such other date upon which a successor is duly elected and qualified. The Board has determined that each of the nominees for director, except J. Thomas May and Robert L. Shoptaw, satisfy the requirements to be an independent director as set forth in the listing standards of NASDAQ.

The proxies hereby solicited will be voted for the election of the nominees shown below, unless otherwise designated in the proxy. If at the time of the meeting any of the nominees should be unable or unwilling to serve, the discretionary authority granted in the proxy will be exercised to vote for the election of a substitute or substitutes. Management has no reason to believe that any substitute nominee or nominees will be required.

The table below sets forth the name, age, principal occupation or employment during the last five years, prior service as a director of the Company, the number of shares and percentage of the outstanding Common Stock beneficially owned, with respect to each director and nominee proposed, as reported by each nominee:

<u>Name</u>	<u>Age</u>	<u>Principal Occupation [a]</u>	<u>Director Since</u>	<u>Shares Owned [b]</u>	<u>Percent of Class</u>
William E. Clark	63	Chairman and Chief Executive Officer, CDI Contractors, LLC (Construction)	2001	2,600 [c]	*
Steven A. Cosse'	59	Executive Vice President and General Counsel, Murphy Oil Corporation	2004	3,040 [d]	*
George A. Makris, Jr.	50	President, M. K. Distributors, Inc. (Beverage Distributor)	1997	30,250 [e]	*
J. Thomas May	59	Chairman and Chief Executive Officer of the Company; Chairman and Chief Executive Officer of Simmons First National Bank	1987	267,500 [f]	1.89%
W. Scott McGeorge	63	President, Pine Bluff	2005	42,833[g]	*



Sand and Gravel Company					
Stanley E. Reed	55	President, Farm Bureau Mutual Insurance of Arkansas	2007	500	*
Harry L. Ryburn	71	Orthodontist (retired)	1976	4,583 [h]	*
Robert L. Shoptaw	60	Chief Executive Officer, Arkansas Blue Cross and Blue Shield	2006	600 [i]	*
Henry F. Trotter, Jr.	69	President, Trotter Ford, Inc. and President, Trotter Auto, Inc.	1995 [j]	38,409 [k]	*

\* The shares beneficially owned represent less than 1% of the outstanding common shares.

[a] All persons have been engaged in the occupation listed for at least five years.

[b] "Beneficial ownership" of a security means, directly or indirectly, through any contract, relationship, arrangement, undertaking or otherwise, having or sharing voting power, which includes the power to vote or to direct the voting of such security, or investment power, which includes the power to dispose or to direct the disposition of such security. Unless otherwise indicated, each beneficial owner named has sole voting and investment power with respect to the shares identified.

[c] Mr. Clark is the general partner in a family limited partnership which owns 1,600 shares which are attributable to him and 1,000 shares are deemed held through exercisable stock options.

[d] Mr. Cosse' owns 2,040 shares jointly with his spouse and 1,000 shares are deemed held through exercisable stock options.

[e] Mr. Makris owned of record 11,000 shares; 2,200 shares are held in his IRA; 11,350 shares are held as custodian for his children; 2,700 shares are held in his wife's IRA; 2,000 shares are held in the M-K Distributors' Profit Sharing Trust of which Mr. Makris is a trustee with shared dispositive and voting power and 1,000 shares are deemed held through exercisable stock options.

[f] Mr. May owned of record 134,383 shares; 18,506 shares were held in his IRA accounts; 1,192 shares were owned by his wife; 3,759 shares are owned by his stepchildren; 14,660 shares are held in his fully vested account in the ESOP; and 95,000 shares are deemed held through exercisable stock options.

[g] Mr. McGeorge owned of record 36,354 shares; 212 shares were owned by his spouse; 15,800 shares are held in the Wallace P. McGeorge, Jr. Trust, of which 5,267 were attributable to Mr. McGeorge and 1,000 shares are deemed held through exercisable stock options.

[h] Dr. Ryburn and his wife are general partners in a family limited partnership which owns 123,624 shares pursuant to which 2,472 shares held by the partnership are attributable to Dr. Ryburn; 111 shares are held by Greenback Investment Club which are attributable to Dr. Ryburn and 2,000 shares are deemed held through exercisable stock options.

[i] Mr. Shoptaw owned 600 shares in his IRA.

[j] Prior to his election in 1995, Mr. Trotter had served as a director from 1973 through 1992.

[k] Mr. Trotter owned of record 28,664 shares and 8,745 shares are owned by Bluff City Leasing, Inc., of which Mr. Trotter is President and 1,000 shares are deemed held through exercisable stock options.

### **Committees and Related Matters**

During 2006, the Board of Directors of the Company maintained and utilized the following committees: Executive Committee, Audit & Security Committee, and Nominating, Compensation and Corporate Governance Committee.

During 2006, the Audit & Security Committee was composed of George A. Makris, Jr., William E. Clark Harry L. Ryburn and W. Scott McGeorge. This committee provides assistance to the Board in fulfilling its responsibilities concerning accounting and reporting practices, by regularly reviewing the adequacy of the internal and external auditors, the disclosure of the financial affairs of the Company and its subsidiaries, the control systems of management and internal accounting controls. During 2006, this Committee met 12 times.

The Nominating, Compensation and Corporate Governance Committee composed of Harry L. Ryburn (Chairman), Steven A. Cosse', William E. Clark, George A. Makris, Jr., W. Scott McGeorge and Henry F. Trotter, Jr. During 2006, the Nominating, Compensation and Corporate Governance Committee met 6 times.

The Company encourages all board members to attend the annual meeting. Historically, the directors of the Company and its subsidiaries are introduced and acknowledged at the annual meeting. All of the directors attended the Company's 2006 annual meeting

The Board of Directors of the Company met 8 times during 2006, including regular and special meetings. No director attended fewer than 75% of the aggregate of all meetings of the Board of Directors and of all committees on which such director served.

### **Transactions with Related Persons**

From time to time, Simmons First National Bank, Simmons First Bank of Russellville, Simmons First Bank of South Arkansas, Simmons First Bank of Jonesboro, Simmons First Bank of Searcy, Simmons First Bank of Northwest Arkansas, Simmons First Bank of El Dorado, N.A. and Simmons First Bank of Hot Springs, banking subsidiaries of the Company, have made loans and other extensions of credit to directors, officers, employees and members of their immediate families, and from time to time directors, officers and employees and members of their immediate families have placed deposits with these banks. These loans, extensions of credit and deposits were made in the ordinary course of business on substantially the same terms (including interest rates and collateral) as those prevailing at the time for comparable transactions with other persons and did not involve more than the normal risk of collectibility or present other unfavorable features. The Company generally considers banking relationships with directors and their affiliates to be immaterial and as not affecting the director's independence so long as the terms of the credit relationship are similar to those with other comparable borrowers.

In assessing the impact of a credit relationship on a director's independence, the Company deems any extension of credit which complies with Federal Reserve Regulation O to be consistent with director independence. The Company believes that normal, arms'-length banking relationships entered into in the ordinary course of business do not negate a director's independence.

Regulation O requires such loans to be made on substantially the same terms, including interest rates and collateral, and following credit-underwriting procedures that are no less stringent than those prevailing at the time for comparable transactions by the subsidiary banks of the Company with other persons. Such loans also may not involve more than the normal risk of repayment or present other unfavorable features. Additionally, no event of default may have occurred nor may any such loans be classified or disclosed as non-accrual, past due, restructured, or a potential problem loan. The Company's Board of Directors will review any credit to a director or his affiliates that is criticized by internal loan review or a bank regulatory agency in order to determine the impact that such classification may have on the director's independence.

### **Policies and Procedures for Approval of Related Party Transactions**

Related party transactions may present potential or actual conflicts of interest and create the appearance that Company decisions are based on considerations other than the best interests of the Company and its shareholders.



Management carefully reviews all proposed related party transactions, other than routine banking transactions, to determine if the transaction is on terms comparable to terms that could be obtained in an arms'-length transaction with an unrelated third party. Management reports to the Executive Committee and then to the Board of Directors on all proposed material related party transactions. Upon the presentation of a proposed related party transaction to the Executive Committee or the Board, the related party is excused from participation in discussion and voting on the matter.

### **Communication with Directors**

Shareholders may communicate directly with the Board of Directors of the Company by sending correspondence to the address shown below. If the shareholder desires to communicate with a specific director, the correspondence should be addressed to such director. Any such correspondence addressed to the Board of Directors will be forwarded to the Chairman of the Board for review. The receipt of the correspondence and the nature of its content will be reported at the next Board meeting and appropriate action, if any, will be taken. Correspondence addressed to a specific director will be delivered to such director promptly after receipt by the Company. Each such director shall review the correspondence received and, if appropriate, report the receipt of the correspondence and the nature of its content to the Board of Directors at its next meeting, so that the appropriate action, if any, may be taken.

Correspondence should be addressed to:

Simmons First National Corporation  
Board of Directors  
Attention: (Chairman or Specific Director)  
P. O. Box 7009  
Pine Bluff, Arkansas 71611

### **NOMINATING, COMPENSATION AND CORPORATE GOVERNANCE COMMITTEE**

During 2006, the Nominating, Compensation and Corporate Governance Committee ("NCCGC") was composed of Harry L. Ryburn (Chairman), Steven A. Cosse', William E. Clark, George A. Makris, Jr., W. Scott McGeorge and Henry F. Trotter, Jr., all of whom are independent in accordance with the NASDAQ listing standards. The primary function of the NCCGC regarding nominations is to identify and recommend individuals to be presented for election or re-election as Directors.

### **Director Nominations and Qualifications**

The Board of Directors has not adopted a charter for the NCCGC, but has adopted by resolution certain corporate governance principles and procedures regarding nominations and criteria for proposing or recommending proposed nominees for election and re-election to the Board of Directors. The Board of Directors is responsible for recommending nominees for directors to the shareholders for election at the annual meeting. The Board has delegated the identification and evaluation of proposed nominees to the NCCGC, a committee of independent directors. The identification and evaluation of potential directors is a continuing responsibility of the committee. The committee has not retained any third party to assist it in identifying candidates. A proposed director may be recommended to the Board at any time, however, a proposed nominee for director to be elected at the annual meeting must be presented to the Board of Directors for consideration no later than December 31 of the year immediately preceding such annual meeting.

The NCCGC has not set any minimum qualifications for a proposed nominee to be eligible for recommendation to be elected as a director. The corporate governance principles provide that the NCCGC shall consider the following criteria in evaluating proposed nominees for director:

- \* Location of residence and business interests
- \* Age
- \* Community involvement
- \* Ability to fit with the Company's corporate culture
- \* Type of business interests
- \* Knowledge of financial services
- \* High leadership profile
- \* Equity ownership in the Company

There is no specified order or weighting of the foregoing criteria. The NCCGC has been encouraged to seek geographic diversity of residence of the future nominees so that no more than 50% of the Directors are residents of Pine Bluff, Arkansas.

### **Nominations from Shareholders**

The NCCGC will consider nominees for the Board of Directors recommended by shareholders with respect to elections to be held at an annual meeting. In order for the NCCGC to consider recommending a shareholder proposed nominee for election at the annual meeting, the shareholder proposing the nomination must provide notice of the intention to nominate a director in sufficient time for the consideration and action by the NCCGC. While no specific deadline has been set for notice of such nominations, notice provided to the NCCGC by a shareholder on or before the deadline for submission of shareholder proposals for the next annual meeting (November 9, 2007 for the 2008 meeting) should provide adequate time for consideration and action by the NCCGC prior to the December 31 deadline for reporting proposed nominations to the Board of Directors. Proposed nominations submitted after such date will be considered by the NCCGC, but no assurance can be made that such consideration will be completed and committee action taken by the NCCGC in time for inclusion of the proposed director in the proxy solicitation for the next annual meeting.

The notice of a shareholder's intention to nominate a director must include:

- information regarding the shareholder making the nomination, including name, address, and number of shares of SFNC that are beneficially owned by the shareholder;
  - a representation that the shareholder is entitled to vote at the meeting at which directors will be elected, and that the shareholder intends to appear in person or by proxy at the meeting to nominate the person or persons specified in the notice;
  - the name and address of the person or persons being nominated and such other information regarding each nominated person that would be required in a proxy statement filed pursuant to the SEC's proxy rules if the person had been nominated for election by the Board of Directors;
  - a description of any arrangements or understandings between the shareholder and such nominee and any other persons (including their names), pursuant to which the nomination is made; and
- the consent of each such nominee to serve as a director, if elected.

The Chairman of the Board, other directors and executive officers may also recommend director nominees to the NCCGC. The committee will evaluate nominees recommended by shareholders against the same criteria, described above, used to evaluate other nominees.

### **Compensation Committee Interlocks and Insider Participation**

During 2006, the NCCGC was composed of Harry L. Ryburn (Chairman), Steven A. Cosse', William E. Clark, George A. Makris, Jr., W. Scott McGeorge and Henry F. Trotter, Jr. None of the committee members were employed as officers or employees of the Company during 2006.

During 2006, J. Thomas May served on the Compensation Committee of the Board of Directors of Arkansas Blue Cross and Blue Shield, a mutual insurance company. Mr. Robert L. Shoptaw, the chief executive officer of Arkansas Blue Cross and Blue Shield was elected to the Board of Directors of the Company during 2006. Mr. May has since resigned from the Arkansas Blue Cross and Blue Shield Compensation Committee, but continues to serve on the

Board of Directors of Arkansas Blue Cross and Blue Shield.

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## **NCCGC Processes and Procedures**

Decisions regarding the compensation of the executives are made by the NCCGC. Specifically, the NCCGC has strategic and administrative responsibility for a broad range of issues, including the Company's compensation program to compensate key management employees effectively and in a manner consistent with the Company's stated compensation strategy and the requirements of the appropriate regulatory bodies. The Board appoints each member of the NCCGC and has determined that each is an independent director.

The NCCGC oversees the administration of executive compensation plans, including the design, performance measures and award opportunities for the executive incentive programs, and certain employee benefits, subject to final action by the Board of Directors in certain cases.

At the NCCGC's first meeting each year, which is typically held in January, the NCCGC makes a specific review which focusing on performance and awards for the most recently completed fiscal year and the completion of the process of setting the performance goals for the incentive compensation programs for the current year.

To assist in its efforts to meet the objectives outlined above, the Company has retained Watson Wyatt Worldwide, a nationally known compensation and benefits consulting firm, to advise the NCCGC on a regular basis on the compensation and benefit programs. The Company engaged the consultant to provide general compensation consulting services, including executive compensation, to respond to any questions from the NCCGC and to management's need for advice and counsel. In addition, the consultant performs special executive compensation projects and consulting services from time to time as directed by the NCCGC.

The Board of Directors upon approval and recommendation from the NCCGC, determines and approves all compensation and awards to the CEO and other executives. The NCCGC reviews the performance and compensation of the CEO. The CEO reviews the performance and compensation of the other executive officers, including the other named executive officers and reports any significant issues or deficiencies to the NCCGC. The CEO and members of the Company's Human Resources Group assist in such reviews. The CEO and the Human Resources Group, at least annually, review the unified compensation classification program of the Company which determines the compensation of all salaried employees of the Company and its affiliates, including other executives. The Company's compensation program is based in part on market data provided by the compensation consultant. The NCCGC and the Board also acts upon the proposed grants of stock based compensation prepared by the CEO for other executives. Presently, the consultant's role is to support such reviews by providing data regarding market practices and making specific recommendations for changes to plan designs and policies consistent with the Company's stated philosophies and objectives.

In determining the amount of named executive officer compensation each year, the NCCGC reviews competitive market data from the banking industry as a whole and the peer group specifically. It makes specific compensation decisions and grants based on such data, Company performance, and individual performance and circumstances. With regard to formula-based incentives, the NCCGC sets performance targets using management's internal business plan, industry and market conditions, and other factors.

## **EXECUTIVE COMPENSATION**

### *COMPENSATION DISCUSSION AND ANALYSIS*

#### **Introduction**

This section is a discussion of certain aspects of the Company's compensation program as it pertains to the principal executive officer, the principal financial officer, and the three other most highly-compensated executive officers

during 2006. These five persons are referred throughout as the "named executive officers." This discussion focuses on compensation and practices relating to the Company's most recently completed fiscal year.

The Company believes that the performance of each of the named executive officers has the potential to impact the profitability of the Company, in both the short-term and long-term. Therefore, the Company places significant emphasis on the design and administration of its executive compensation program.

### **Executive Compensation Philosophy**

The Company seeks to provide an executive compensation package that is significantly connected to the Company's overall financial performance, the increase in shareholder value, the success of the business entity directly affected by the executive's performance, and the performance of the individual executive. The main principles of this strategy include the following:

- Salaries for associates and executives should be comparable to peer banking organizations.
- Compensation programs should provide an incentive to increase individual performance.
- Increased compensation is earned through an individual's increased contribution.
- Total compensation opportunity should be comparable to that available at peer banking organizations when Company performance is good.

### **Objectives of Executive Compensation**

The objectives of the executive compensation program are to:

- (1) attract and retain highly efficient and competent executive leadership,
- (2) encourage a high level of performance from the individual executive,
- (3) align compensation incentives with the performance of the business entity and Company most directly impacted by the executive's leadership and performance,
- (4) enhance shareholder value, and
- (5) improve the overall performance of the Company.

The Nominating, Compensation and Corporate Governance Committee ("NCCGC") strives to meet these objectives while maintaining market competitive compensation levels and ensuring that the Company makes efficient use of shares and has predictable expense recognition.

### **Peer Comparison**

In determining the amount of named executive officer compensation each year, the NCCGC reviews competitive market data from the banking industry as a whole and a specific peer group of comparably sized banking organizations. The NCCGC uses a peer group of banking organizations for comparison in setting executive compensation practices and levels of base salary, incentives and benefits. Historically, the Company used banking organizations in the south central United States with assets of \$2 to \$5 billion. In the NCCGC's view, this peer group competes directly with the Company for executive talent and many of which are of roughly similar size and have roughly similar numbers of employees, product offerings, and geographic scope. However, in recent years due to the consolidation in the banking industry, the number of organizations in this peer group has significantly declined. Recently, the Company's compensation consultant recommended that the Company select banking organizations in the United States with assets of \$2 to \$10 billion as its peer group. Further, the consultant recommended that since the asset size of the Company was near the bottom of the asset range of this peer group that a downward adjustment of median compensation levels within the peer group by 25% was appropriate. The NCCGC adopted the recommendation of its consultant.

The executive salary and benefits program are targeted to the adjusted peer group median in order to be competitive in the market. The Company's incentive programs are analyzed with similar programs of the peer group, but no peer

group target level for incentives has been set. The incentive programs are designed for the emphasis of performance-based compensation within the Company's specific business operations.

The NCCGC attempts to make compensation decisions consistent with the foregoing objectives and considerations including, in particular, market levels of compensation necessary to attract, retain, and motivate the executive officers. Therefore, the aggregate wealth accumulated or realizable by an executive from past compensation grants is not considered in setting compensation or making additional grants.

### **Decisions Regarding Composition of Total Direct Compensation**

The Company's executive compensation program provides a mix of separate components that seek to align the executive's incentives with increasing shareholder value. The Company's executive incentive compensation program includes both equity and non-equity incentive compensation. The Company has established target allocations of equity incentive and non-equity incentive compensation for executive officers. For the CEO, the NCCGC has set a target allocation of potential non-equity incentive compensation at 75% of salary. The CEO and NCCGC have determined that additional equity incentive compensation for the CEO is not desirable at this time. For the executive officers other than the CEO, the NCCGC has set targets for potential non-equity incentive compensation based upon the executive's salary classification ranging from 20% to 35% of salary. Additionally, the NCCGC has set a target for annual grants of equity incentives for executive officers other than the CEO. The target for annual grants of equity incentive compensation is for a number of shares equal to the executive's salary times the participation factor divided by the stock price. The participation factor is based upon the executive's salary classification and ranges from 20% to 35%. For subsidiary bank chief executive officers and Company executives designated as executive vice presidents or above, the annual grants for equity incentive compensation will be 50% in restricted stock awards and 50% in stock options and, for all other participants, the annual grants will be 100% stock options. The NCCGC set the foregoing targets above the historic levels of equity and non-equity incentive compensation and anticipates increasing the incentive compensation to these levels over a two to three year transition period.

For 2006, the compensation of the named executive officers, was allocated as follows:

Base Salaries: ranges from approximately 58% to 82% of total direct compensation

Non-equity incentives: ranges from approximately 12% to 27% of total direct compensation

Equity incentives: ranges from approximately 0% to 27% of total direct compensation

"Total direct compensation" means base salaries plus bonus plus non-equity and equity incentive compensation. The foregoing percentages are based on the full grant date fair value of annual compensation (calculated in accordance with FAS 123(R)). These amounts differ from the amounts included in the Summary Compensation Table under the columns "Stock Awards," "Option Awards," and "Total," which were calculated in accordance with SEC regulations and which include expenses related to awards for prior years. Please refer to the discussion of FAS 123(R) which precedes the 2006 Summary Compensation Table, below.

The Company emphasizes market practices in the design and administration of its executive compensation program. The NCCGC's philosophy is that incentive pay should constitute a significant component of total direct compensation. The executive compensation program utilizes stock options and restricted stock but the NCCGC has historically chosen to emphasize stock options more than restricted stock in the equity incentive program for the named executive officers. Stock options require stock price appreciation for the executive to realize a compensation benefit. Equity incentive performance measures should promote shareholder return and earnings growth, and the plan design should be based upon a direct connection between performance measures, the participant's ability to influence such measures and the award levels.

### **Corporate and Individual Performance Measures**

The Company uses the Executive Incentive Plan, which is referred to as EIP, to reward both the achievement of corporate performance measures, such as the attainment of corporate financial goals, as well as individual

performance measures. Additionally, the Company implemented the Long Term Executive Incentive Program to reward Mr. May for the achievement of specified corporate performance factors over a three year period.

## Executive Compensation Program Overview

The four primary components of the executive compensation program are:

- base salary and bonus,
- non-equity incentives,
- equity incentives, and
- benefits.

A brief description of these four components and related programs follows.

### *1. Base Salary and Bonus*

Base salary is designed to provide competitive levels of compensation to executives based upon their experience, duties and scope of responsibility. The Company pays base salaries because it provides a basic level of compensation and is necessary to recruit and retain executives. The Company may use annual base salary adjustments to reflect an individual's performance or changed responsibilities. Base salary levels are also used as a benchmark for the amount of incentive compensation granted to an executive. For example, participation in the EIP is set within a range based upon the executive's salary grade.

As discussed above, the Company's executive compensation program emphasizes targeting the total amount of compensation to peer group practices and with a mix of compensation including a significant component of incentive compensation. At lower executive levels, base salaries represent a larger proportion of total compensation but at senior executive levels total compensation contains a larger component of incentive compensation opportunities.

The NCCGC has approved bonuses for executive officers for special circumstances but does not generally utilize discretionary bonuses as a significant part of the executive compensation program.

### *2. Non-Equity Incentives*

The Company uses the EIP as a short-term incentive to encourage achievement of its annual performance goals. The EIP consists of two separate components, Base Profit Sharing Incentive, which is referred to as Base Incentive, and the Bonus Profit Sharing Incentive, which is referred to as Bonus Incentive. The Base Incentive focuses on the achievement of annual financial goals and awards. The Base Incentive is designed to:

- support strategic business objectives,
- promote the attainment of specific financial goals for the Company and the executive,
- reward achievement of specific performance objectives, and
- encourage teamwork.

Base Incentive awards are designed to provide executives with market competitive compensation based upon their experience and scope of responsibility. The size of an executive's Base Incentive award is influenced by these factors, market practices, Company performance and individual performance. The NCCGC generally sets the annual Base Incentive award for an executive to provide an incentive at the market median for expected levels of performance, subject to reduction for failure to meet the individual performance measures. All of the named executive officers participate in the Base Incentive. Awards earned under the Base Incentive are contingent upon employment with the Company through the end of the fiscal year, except for payments made in the event of death, retirement or disability.

The ultimate amount paid to an executive under the Base Incentive is a function of five variables:

- the executive's level of participation;
- the Base Incentive goals set for the Company
- the Base Incentive goals established for the executive;
- the payout amounts established by the NCCGC which correspond to threshold, target, and maximum levels of performance; and
- the NCCGC's determination of the extent to which the goals were met.

The Company grants participation under the Base Incentive through the assignment of incentive points. The incentive points have a maximum value of \$100 per point. That sum represents the final Base Incentive payout to the executive assuming all Base Incentive goals are achieved at the target level of performance.

For 2006, the Company based the Base Incentive corporate performance measure exclusively on earnings per share. For 2007, the Base Incentive corporate performance measure will again be based solely on earnings per share. The performance goals for 2008 and later years may be expanded by the NCCGC to include other financial measures.

No Base Incentive payments are earned unless the Company's earnings per share are at least equal to the prior year's earnings per share. The ultimate value of a point, if any, is based upon the achievement of the performance goals during the calendar year and may range from 37.5% to 100% of target. For 2007, if the Company's earnings per share at least equal its earnings per share in 2006, Base Incentive payouts may range from 37.5% to 100% of target depending on performance.

Next, the NCCGC establishes financial and/or non-financial performance measures for each participant. For the named executive officers, Base Incentive performance measures for 2006 consist of 100% corporate performance, subject to reduction of up to 12.5% for failure of the executive to meet his or her individual performance measures.

The NCCGC sets these target performance measures in January of each year based largely on management's confidential business plan and budget for the coming year, which typically includes planned revenue growth, cost reductions, and profit improvement. The NCCGC also sets threshold and maximum performance benchmarks. Maximum award targets reflect ambitious goals which can only be attained when business results are exceptional and which have been met only once in the last five years, thus justifying the higher award payments. Similarly, minimum award or performance measure targets are set at the prior year's earnings per share. Target performance is set at the maximum performance level. For 2006, the NCCGC determined that the Company achieved the Company's Base Incentive performance measure at approximately 69% of target.

Actual payouts under the Base Incentive depend on the level at which the performance measures (both Company and individual measures) are achieved. Achievement at target for each performance measure results in a final award payment equal to the target incentive award payment. In the case of the Company performance measure, actual performance at only the threshold (minimum) performance level results in a final award payment equal to a maximum of 50% of the target award amount, and performance below the threshold performance level results in no final award payment. In the case of the individual performance measures, actual performance below the threshold will reduce the final award payment, by up to 12.5% of the target award amount. Actual performance above the target performance benchmark will not produce an award greater than the target award. Straight-line interpolation is used to calculate payout values between minimum, target, and maximum levels.

Finally, the NCCGC assesses actual performance relative to pre-set goals and, in doing so, determines the amount of any final award payment. In determining final awards and in evaluating personal performance, the NCCGC considers adjustments to GAAP net income and other corporate performance measures for unplanned, unusual or non-recurring items of gain or expense.





The Bonus Incentive is designed to recognize outstanding performance by subsidiary banks by rewarding an additional incentive to the participating subsidiary bank executives and the Company executives. At the beginning of each year, the NCCGC establishes a bonus percentage applicable to all of the subsidiary banks. An amount equal to the bonus percentage multiplied by each subsidiary bank's income in excess of its current year's targeted income, is allocated to the subsidiary bank's Bonus Incentive pool. If a subsidiary bank exceeds its targeted income for the year and satisfies the applicable threshold for return on equity and net income growth, the Bonus Incentive pool is payable to the participating executives of the subsidiary bank and the Company. The participating Company executives are allocated a percentage of Bonus Incentive pool equal to the number of incentive points granted to the participating executives of the Company divided by the aggregate number of incentive points to all participants in the EIP. This amount is then allocated among the participating Company executives pro rata based upon their incentive points. The balance of the Bonus Incentive pool is allocated among the executives of the subsidiary bank participating in the EIP on the basis of the incentive points granted to each executive. For 2006, only one subsidiary bank qualified to participate in the Bonus Incentive, in the amount of \$35,720, of which approximately 28% was allocated to participating Company executives and approximately 72% was allocated to participating executives of the subsidiary bank.

In addition to the EIP, in 2005 the Company adopted a Long Term Executive Incentive Plan, which is referred to as the LTEIP. Mr. May was the only executive who was eligible to participate in the LTEIP. A bonus pool in the amount of \$350,000 was established. Mr. May's entitlement to receive part or all of the bonus pool is dependent upon the Company satisfying any one or more of three criteria: (i) the Return on Average Tangible Equity of the Company computed for the year ended December 31, 2007 equals or exceeds 17%; (ii) the Return on Average Tangible Assets of the Company computed for the year ended December 31, 2007 equals or exceeds 1.25%; and (iii) the five year Compounded Average Growth Rate of the Company's Diluted Operating Earnings per Share, commencing on January 1, 2003 and ending on December 31, 2007 equals or exceeds 9.00%. Each of the foregoing criteria are evaluated separately and satisfaction of each criterion will entitle Mr. May to receive one third of the bonus pool, or \$116,667. Any sums earned are payable on February 15, 2008.

The performance measures for the Return on Average Tangible Equity and Return on Average Tangible Assets were set to 99% of the peer group averages for publicly traded bank holding companies with assets between \$2 billion and \$5 billion. Due to the concentration of Company's business in the slower growth Arkansas market, the threshold for the five year Compounded Average Growth Rate was set to 80% of the peer group average. Following the end of 2006, after the expiration of two years of the three year plan term, management has reviewed the Company's performance in regard to the stated performance thresholds and has determined that the satisfaction of one criteria would require an increase of 16% in 2007 earnings per share over 2006 earnings per share and that the satisfaction of all three criteria would require an increase of 21% in 2007 earnings per share over 2006 earnings per share. The NCCGC has determined that it is unlikely that any of the stated performance thresholds under the LTEIP will be satisfied on December 31, 2007.

### *3. Equity Incentives*

#### A.

#### Stock Option Awards

The Company makes stock option awards to senior executives of the Company and its subsidiary banks. These awards are generally granted once a year, although in special circumstances additional grants may be made to one or more executives. These awards are used to create a common economic interest between the interests of executives and shareholders and to recruit and retain qualified executives. The Company's stock options generally have an exercise price equal to the closing price of the Company's stock on the day prior to the date of grant, a ten year term and vest in equal installments over five years after the date of grant. Accordingly, the actual value an executive will realize is tied to appreciation in the stock price and, therefore, is aligned with increased corporate performance and shareholder returns.

During 2006, stock option grants were made under the Simmons First National Corporation Executive Stock Incentive Plan - 2001 and the Simmons First National Corporation Executive Stock Incentive Plan - 2006, both of which are administered by the NCCGC. The Company grants incentive stock options, non-qualified stock options and stock appreciation rights. In most instances, the NCCGC utilizes incentive stock options for most executives. On several occasions, the NCCGC has chosen to grant non-qualified stock options when under the specific circumstances the desired grants would not qualify as incentive stock options or the NCCGC determined that stock appreciation rights should be granted in conjunction with the options.

Please refer to the section below, "Other Guidelines and Procedures Affecting Executive Compensation" for additional information regarding the Company's practices when granting stock options.

B. Restricted Stock

The Company also utilizes restricted stock awards to executive officers. From time to time, the Company has made routine grants of restricted stock to its executives and also has utilized restricted stock grants in connection with the hiring, promotion or retention of executives. The restricted stock granted last year as well as the outstanding unvested grants from prior years are reflected in the tables below.

4. *Benefits*

A. Profit Sharing and Employee Stock Ownership Plan

The Company offers a combination profit sharing and employee stock ownership plan. This plan is open to substantially all of the employees of the Company including the executive officers. The plan and the contributions to the plan provide for retirement benefits to employees and allow the employees of the Company to participate in the ownership of stock in the Company.

The plan is funded solely by Company contributions which are divided between the profit sharing plan component and the employee stock ownership plan component. Contributions in the profit sharing plan are invested by the Simmons First Trust Company, N.A., an affiliate of the Company, in marketable securities, while contributions to the employee stock ownership plan component are invested in the stock of the Company. The Company targets a contribution of approximately 5.5% of eligible participant earnings to this plan and annually specifies the allocation of the contribution between the profit sharing plan component and the employee stock ownership plan component.

B. 401(k) Plan

The Company offers a qualified 401(k) Plan in which it makes matching contributions to encourage employees to save money for their retirement. This plan, and the contributions to it, enhance the range of benefits offered to executives and enhance the Company's ability to attract and retain employees.

Under the terms of the qualified 401(k) Plan, employees may defer a portion of their eligible pay, up to the maximum allowed by I.R.S. regulation, and the Company matches 25% of the first 6% of compensation for a total match of 1.5% of eligible pay for each participant who defers 6% or more of his or her eligible pay.

C. Perquisites and Other Benefits

Perquisites and other benefits represent a small part of the overall compensation package, and are offered only after consideration of business need. The NCCGC annually reviews the perquisites and other personal benefits that are provided to senior management. The primary perquisites are automobile allowances, personal use of company automobiles, club memberships, and certain relocation and moving expenses. The NCCGC believes that allowing the reasonable personal use of a company owned automobile provided for an executive is incidental to the performance of his or her duties and causes minimal additional cost to the Company. Likewise, the granting of an automobile allowance to an executive provides a means of transportation for the executive in performing his executive duties and benefits the Company. The Company sponsors membership in golf or social clubs for certain senior executives who have responsibility for the entertainment of clients and prospective clients. Finally, the Company encourages its executives to properly monitor the state of their health by reimbursing the cost of an annual routine physical examination.

D.

Post-Termination Compensation

Deferred Compensation Arrangements The Company maintains two non-qualified deferred compensation arrangements that are designed to provide supplemental retirement pay from the Company to two executives, Mr. May and Mr. Bartlett. The Company bears the entire cost of benefits under these plans.

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The Deferred Compensation Agreement for Mr. May ("May Plan") and the Executive Salary Continuation Agreement for Mr. Bartlett ("Bartlett Plan") are non-qualified defined benefit type plans. These plans are intended to work together with the Company's other retirement plans to provide an overall targeted level of benefits.

The Bartlett Plan was assumed in the merger with Alliance Bancorporation, Inc. in 2004. This plan is frozen and of the named executive officers, only Mr. Bartlett has a benefit payable from this plan. His benefit is fully vested and based on his service prior to 2004.

The Company provides retirement benefits in order to attract and retain executives. The amounts payable to Mr. May under the May Plan and to Mr. Bartlett under the Bartlett Plan is determined by each plan's benefit formula, which is described in the section below "Pension Benefits Table."

Change in Control Agreements The Company has entered into Change in Control Agreements ("CIC Agreements") with members of senior management of the Company and its subsidiary banks, including each of the named executive officers. Except for these CIC Agreements, and a general severance policy, none of the named executive officers has an employment agreement which requires the Company to pay their salary for any period of time. The Company entered into the CIC Agreements because the banking industry has been consolidating for a number of years and it does not want its executives distracted by a rumored or actual change in control. Further, if a change in control should occur, the Company wants its executives to be focused on the business of the organization and the interests of shareholders. In addition, it is important that the executives can react neutrally to a potential change in control and not be influenced by personal financial concerns. The Company believes the CIC Agreements are consistent with market practice and assist the Company in retaining its executive talent. The level of benefits for the named executive officers ranges from one and one half to two times certain elements of their compensation which the NCCGC believes is competitive with the banking industry as a whole and specifically with the designated peer group.

Upon a change in control, followed by a termination of the executive's employment by the Company without "Cause" or by the executive after a "Trigger Event", the CIC Agreements require the Company to pay or provide the following to the executive:

- a lump sum payment equal to one and one half or two times the sum of the executive's base salary (the highest amount in effect anytime during the twelve months preceding the executive's termination date) and the executive's incentive compensation (calculated as the higher of the target EIP for the year of termination or the average of the executive's last two years of EIP awards);
- up to three years of additional coverage under the Company's health, dental, life and long term disability plans; and
- a payment to reimburse the executive, in the case of Messrs. May, Fehlman, Bartlett and Casteel, for any excise taxes on severance benefits that are considered excess parachute payments under Sections 280G and 4999 of the Internal Revenue Code plus income and employment taxes on such tax gross up as well as interest and penalties imposed by the IRS.

In addition, upon a change in control, all outstanding stock options vest immediately and all restrictions on restricted stock lapse.

Further, upon a change in control, the requirement under the May Plan that Mr. May remain employed until age 65 is deleted and the benefit is immediately vested. A change in control does not affect Mr. Bartlett's benefit under the Bartlett Plan, since he is currently fully vested.

The Company believes that CIC Agreements should encourage retention of the executives during the negotiation and following a change in control transaction, compensate executives who are displaced by a change in control and not serve as an incentive to increase an executive's personal wealth. Therefore, the CIC Agreements, except in the case of Mr. May, require that there be both a change in control and an involuntary termination without "Cause" or a voluntary termination within six months after a "Trigger Event" which is often referred to as a "double-trigger." The double-trigger ensures that the Company will become obligated to make payments under the CIC Agreements only if the executive is actually or constructively discharged as a result of the change in control. However, the NCCGC has determined that in the case of Mr. May, a single trigger CIC agreement is appropriate. Within twelve months following a change in control, Mr. May is permitted to request payment of his termination compensation under his CIC without either an involuntary termination or a termination following a Trigger Event.

The NCCGC reviews the general elements and salary structure of the Company's compensation plan annually and makes adjustments to ensure that it is consistent with its compensation philosophies, company and personal performance, current market practices, assigned duties and responsibilities and inflation.

### **Other Guidelines and Procedures Affecting Executive Compensation**

Stock-Based Compensation Procedures Regarding NCCGC and Board Approval The Board of Directors approves all grants of stock-based compensation to the executives. Any proposed grants to the CEO are originated and approved by the NCCGC and then submitted to the Board of Directors for approval. Grants to the CEO may or may not occur simultaneous with grants to other executives. Prospective grants of stock based compensation to other executives are proposed to the NCCGC by the CEO. The NCCGC considers, modifies, if necessary, and acts upon the proposed grants. If approved, the proposed grants are then submitted to the Board of Directors for consideration and approval.

Stock-Based Compensation Procedures Regarding Timing and Pricing of Awards The Company's policy is to make grants of equity-based compensation only at current market prices. The exercise price of stock options are set at the closing stock price on the day prior to the date of grant. The Company has elected to use the prior day's closing price to provide certainty in the designation of the option price upon the date the Board approves the grant. The Company does not grant "in-the-money" options or options with exercise prices below market value on the day prior to date of grant. The Company's policy is to approve grants only at regularly scheduled meetings of the full Board of Directors and such grants are either effective on such date or a specified future date. Further, the Company makes the majority of such grants on the date of the May meeting of the Board of Directors. The Company may make grants at other times throughout the year on the date of regularly scheduled meetings of the full Board of Directors in connection with grants to the CEO or to other executives in exceptional circumstances, such as the hiring, promotion or retention of an executive officer or in connection with an acquisition transaction.

The Company attempts to schedule restricted stock award and stock option grants at times when the market is not influenced by scheduled releases of information. The Company does not time or plan the release of material, non-public information for the purpose of affecting the value of executive compensation.

Historically, the Company chose the May meeting of its Board of Directors because it was the first meeting of the Board of Directors after the annual meeting of shareholders at which the stock compensation plans were approved. The Company has generally continued to follow this schedule regardless of whether stock compensation plans are being presented for approval at the annual shareholders meeting. Additionally, this schedule allows the market to respond and stabilize after financial results for the completed fiscal year have been publicly announced, and allows the Company sufficient time to complete performance reviews following the determination of corporate financial performance for the previous fiscal year. The grants are made at a time when the Company's financial results have already become public, and there is little potential for abuse of material non-public information in connection with stock or option grants. The influence of the Company's disclosures of non-public information on the exercise price of these stock based incentives is minimized by utilizing Board of Directors meeting dates as grant dates and by setting

the vesting period at one year or longer. The Company follows the same procedures regarding the timing of grants to its executive officers as it does for all other participants.

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Role of Executive Officers in Determining Executive Compensation The NCCGC oversees the administration of executive compensation plans, including the design, performance measures and award opportunities for the executive incentive programs, and certain employee benefits, subject to final action by the Board of Directors in certain cases. The Board of Directors, upon approval and recommendation from the NCCGC, determines and approves all compensation and awards, to the CEO and other executives. The NCCGC reviews the performance and compensation of the CEO. The CEO reviews the performance and compensation of the other executive officers, including the other named executive officers, and reports any significant issues or deficiencies to the NCCGC. The members of the Company's Human Resources Group assist in such reviews. The CEO and the Human Resources Group, at least annually, review the unified compensation classification program of the Company which determines the compensation of all salaried employees of the Company and its affiliates, including other executives. The Company's compensation program is based in part on market data provided by the compensation consultant. The NCCGC and the Board also acts upon the proposed grants of stock based compensation prepared by the CEO for other executives. Executive officers do not otherwise determine or make recommendations regarding the amount or form of executive or director compensation.

Adjustments to Incentive Compensation as a Result of Financial Statement Restatements The NCCGC's policy is to consider adjusting future awards or recovering past awards in the event of a material restatement of the Company's financial results. If, in the exercise of its business judgment, the NCCGC believes that it is in the best interests of the Company and its shareholders to do so, it will seek recovery or cancellation of any bonus or incentive payments made to an executive on the basis of having met or exceeded performance targets during a period of fraudulent activity or a material misstatement of financial results where the NCCGC determines that such recovery or cancellation is appropriate due to intentional misconduct by the executive officer that resulted in such performance targets being achieved which would not have been achieved absent such misconduct.

Share Ownership Guidelines The Company encourages directors and executive officers to be shareholders. The Company believes that share ownership by directors and executives is a contributing factor to enhanced long-term corporate performance. Although the directors and executive officers already have a significant equity stake in the Company (as reflected in the beneficial ownership information contained in this Proxy Statement), the Company has adopted a share ownership policy for directors.

Management members of the Board of Directors are required to own at least 200 shares of the Company's common stock. Directors are allowed a reasonable period of time in which to meet this requirement, measured from the date of their election to the Board. Additionally, all executive officers are encouraged to retain as a long term investment a substantial portion of the shares acquired through the Company's stock based incentive plans.

### **Tax Considerations**

It has been and continues to be the NCCGC's intent that all non-equity incentive payments be deductible unless maintaining such deductibility would undermine the Company's ability to meet its primary compensation objectives or is otherwise not in its best interest. At this time, essentially all compensation (except certain equity incentives) paid to the named executive officers is deductible under Section 162(m) of the Internal Revenue Code. The Company also regularly analyzes the tax effects of various forms of compensation and the potential for excise taxes to be imposed on the executive officers which might have the effect of frustrating the purpose(s) of such compensation. There are various provisions of the Internal Revenue Code which are considered.

Section 162(m) Section 162(m) of the Internal Revenue Code of 1986, as amended, provides that compensation in excess of \$1 million paid for any year to a corporation's chief executive officer and the four other highest paid executive officers at the end of such year will not be deductible for federal income tax purposes unless: (1) the compensation qualifies as "performance-based compensation," and (2) the Company advised its shareholders of, and the shareholders have approved, the material terms of the performance goals under which such compensation is paid.



Sections 280G and 4999 The Company provides the named executive officers with change in control agreements. Certain of the change in control agreements provide for tax protection in the form of a gross up payment to reimburse the executive for any excise tax under Internal Revenue Code Section 4999 as well as any additional income and employment taxes resulting from such reimbursement. Code Section 4999 imposes a 20% non-deductible excise tax on the recipient of an "excess parachute payment" and Code Section 280G disallows the tax deduction to the payor of any amount of an excess parachute payment that is contingent on a change in control. A payment as a result of a change in control must exceed three times the executive's base amount in order to be considered an excess parachute payment, and then the excise tax is imposed on the parachute payments that exceed the executive's base amount. The intent of the tax gross-up is to provide a benefit without a tax penalty to the executives who are displaced in the event of a change in control. The Company believes the provision of tax protection for excess parachute payments for certain of its executive officers is consistent with the market practice within the banking industry, is a valuable incentive in retaining executives, and is consistent with the objectives of the Company's overall executive compensation program.

Section 409A Amounts deferred under the non-qualified deferred compensation programs after December 31, 2004 are subject to Internal Revenue Code Section 409A, which governs when elections for deferrals of compensation may be made, the form and timing permitted for payment of such deferred amounts, and the ability to change the form and timing of payments initially established. Section 409A imposes sanctions for failure to comply, including accelerated income inclusion, a 20% penalty and an interest penalty. The Company has made preliminary amendments to its non-qualified deferred compensation plans to comply with Section 409A and continues to operate the plans in good faith compliance with Section 409A as permitted by the proposed regulations issued by the Internal Revenue Service. When final Section 409A regulations are issued, the Company will further amend the plans as necessary to fully comply with Code Section 409A requirements.

### **Summary**

In summary, the Company believes this mix of salary, formula based cash incentives for both short-term and long-term performance, and the stock based compensation motivates the Company's management team to produce strong returns for shareholders. Further, in the view of the NCCGC, the overall compensation program appropriately balances the interests and needs of the Company in operating its business with appropriate employee rewards based on enhancing shareholder value.

### **Report of the NCCGC on the Compensation Discussion and Analysis.**

The NCCGC reviewed and discussed the Compensation Discussion and Analysis included in this Proxy Statement with management. Based on such review and discussion, the NCCGC recommended to the Board of Directors that the Compensation Discussion and Analysis be included in this Proxy Statement for filing with the Securities and Exchange Commission.

Submitted by the Nominating, Compensation and Corporate Governance Committee of the Company's Board of Directors.

Harry L. Ryburn, Chairman  
George A. Makris, Jr.

Steven A. Cosse'  
W. Scott McGeorge

William E. Clark  
Henry F. Trotter, Jr.

### ***SUMMARY OF COMPENSATION AND OTHER PAYMENTS TO THE NAMED EXECUTIVE OFFICERS***

Overview. The following sections provide a summary of cash and certain other amounts paid for the year ended December 31, 2006 to the named executive officers. Except where noted, the information in the Summary Compensation Table generally pertains to compensation to the named executive officers for the year ended December

31, 2006. The compensation disclosed below is presented in accordance with SEC regulations. According to those regulations, the Company is required in some cases to include:

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amounts paid in previous years;

- amounts that may be paid in future years, including amounts that will be paid only upon the occurrence of certain events, such as a change in control of the Company;
- amounts paid to the named executive officers which might not be considered "compensation" (for example, distributions of deferred compensation earned in prior years, and at-market earnings, dividends, or interest on such amounts).
- an assumed value for share-based compensation equal to the fair value of the grant as presumed under accounting regulations, even though such value presumes the option will not be forfeited or exercised before the end of its 10-year life, and even though the actual realization of cash from the award depends on whether the stock price appreciates above its price on the date of grant, whether the executive will continue his employment with the Company, and when the executive chooses to exercise the option.
- the increase in present value of future pension payments, even though such increase is not cash compensation paid this year and even though the actual pension benefits will depend upon a number of factors, including when the executive retires, his compensation at retirement, and in some cases the number of years the executive lives following his retirement.

Therefore, you are encouraged to read the following tables closely. The narratives preceding the tables and the footnotes accompanying each table are important parts of each table. Also, you are encouraged to read this section in conjunction with the Compensation Discussion and Analysis, above.

#### *2006 SUMMARY COMPENSATION TABLE*

The following table provides information concerning the compensation of the named executive officers for 2006, the most recently completed fiscal year.

The column "salary", discloses the amount of base salary paid to the named executive officer during 2006. The column , "bonus" discloses amounts paid to named executive officers as discretionary bonuses. In the columns "Stock Awards" and "Option Awards," SEC regulations require the disclosure of the award of stock or options measured in dollars and calculated in accordance with FAS 123(R). For restricted stock, the FAS 123(R) fair value per share is equal to the closing price of the stock on the date of grant. For stock options, the FAS 123(R) fair value per share is based on certain assumptions which are explained in footnote 11 to the Company's financial statements which are included in the annual report on Form 10-K. Such expense is disclosed ratably over the vesting period but without reduction for assumed forfeitures (as is done for financial reporting purposes). The amounts shown in the 2006 Summary Compensation Table also include a ratable portion of each grant made in prior years to the extent the vesting period fell in 2006 (except where generally accepted accounting principles ("GAAP") required the Company to recognize the full amount in a prior year). Please also refer to the second table in this Proxy Statement, "Grants of Plan-Based Awards."

For certain executives, this column includes a portion of the expense attributable to restricted stock grants made in prior years. Restricted stock awards typically vest in equal installments over five years from the date of grant. Awards are conditioned on the participant's continued employment with the Company, but may have additional restrictions, including performance conditions. Restricted stock allows the participant to vote and receive dividends prior to vesting.

The column "Non-Equity Incentive Plan Compensation" discloses the dollar value of all earnings for services performed during the fiscal year pursuant to awards under non-equity incentive plans, including the EIP and LTEIP. Whether an award is included with respect to any particular fiscal year depends on whether the relevant performance measure was satisfied during the fiscal year. For example, the EIP awards are annual awards and the payments under those awards are made based upon the achievement of financial results measured as of December 31 of each fiscal year; accordingly, the amount reported for EIP corresponds to the fiscal year for which the award was earned even though such payment was made after the end of such fiscal year. Payments under the LTEIP awards are made based upon the achievement of financial results over a three year period which has not expired; accordingly, no payments under the LTEIP for 2006 were made.

The column "Change in pension value and nonqualified deferred compensation earnings," discloses the sum of the dollar value of (1) the aggregate change in the actuarial present value of the named executive officers accumulated benefit under all defined benefit and actuarial pension plans (including supplemental plans) in 2006; and (2) any above-market or preferential earnings on nonqualified deferred compensation, including on nonqualified defined contribution plans. The increase for 2006 in the present value of Mr. May's benefit under the May Plan and Mr. Bartlett's benefit under the Bartlett Plan are disclosed in this column.

The column "All other compensation" discloses the sum of the dollar value of:

- perquisites and other personal benefits, or property, unless the aggregate amount of such compensation is less than \$10,000;
- all "gross-ups" or other amounts reimbursed during the fiscal year for the payment of taxes;
- amounts paid or which became due related to termination, severance, or a change in control, if any;
- the contributions to vested and unvested defined contribution plans; and
- any life insurance premiums paid during the year for the benefit of a named executive officer.

## SUMMARY COMPENSATION TABLE

Name and Principal Position	Year	Salary (\$)	Bonus (\$)	Stock Awards (\$)	Option Awards (\$)	Non-Equity Incentive Compensation (\$)	Change in Pension Value and Deferred Compensation Earnings (\$)	All Other Compensation (\$)	Total (\$)
J. Thomas May, Chief Executive Officer	2006	\$ 437,000	\$ 44,596	\$ 0	\$ 0	\$ 179,254	\$ 373,022	\$ 37,519	\$ 1,071,391
Robert A. Fehlman, Chief Financial Officer	2006	\$ 160,950	\$ 0	\$ 2,602	\$ 1,565	\$ 28,566	\$ 0	\$ 62,011	\$ 255,694
David L. Bartlett, President and Chief Operating Officer	2006	\$ 250,000	\$ 0	\$ 7,250	\$ 11,798	\$ 62,489	\$ 30,938	\$ 121,024	\$ 483,499
Marty D. Casteel, Executive Vice President, Administration	2006	\$ 160,950	\$ 0	\$ 1,197	\$ 604	\$ 23,706	\$ 0	\$ 23,480	\$ 209,937
Tommie Jones, Senior Vice President & H. R. Director	2006	\$ 114,753	\$ 0	\$ 0	\$ 725	\$ 19,282	\$ 0	\$ 18,990	\$ 153,750

[1] This category includes perquisites and other benefits for **Mr. May** contribution to the ESOP, \$12,257, the Company's matching contribution to the '401(k) Plan, \$3,300, use of Company automobile, \$4,507, life insurance premiums, \$3,648, country club dues, \$2,977, and dividends paid on unvested restricted shares, \$10,830; for **Mr. Fehlman** contribution to the ESOP, \$12,257, the Company's matching contribution to the '401(k) Plan, \$3,300, country club transfer fee and dues, \$9,703, automobile allowance; \$6,000, relocation and moving expenses, \$29,619, life insurance premiums, \$506, and dividends paid on unvested restricted shares, \$626; for **Mr. Bartlett** contribution to the ESOP, \$12,257, country club initiation fee and dues, \$37,526, personal use of company automobile and automobile allowance, \$1,710, relocation and moving expenses, \$65,353, life insurance premiums, \$2,158 and

dividends paid on unvested restricted shares, \$2,021; for **Mr. Casteel** contribution to the ESOP, \$10,836, the Company's matching contribution to the '401(k) Plan, \$2,917, automobile allowance, \$6,000, country club dues, \$2,313, medical cost for annual physical, \$159, life insurance premiums, \$789, and dividends paid on unvested restricted shares, \$466; for **Ms. Jones** contribution to the ESOP, \$8,436, the Company's matching contribution to the '401(k) Plan, \$2,271, automobile allowance, \$6,000, country club dues, \$1,485, and life insurance premiums, \$798.

*2006 GRANTS OF PLAN-BASED AWARDS*

This table discloses information concerning each grant of an award made to a named executive officer in 2006. This includes EIP (Base Incentive and Bonus Incentive), stock option awards and restricted stock awards under the Simmons First National Corporation Executive Stock Incentive Plan -2001 and Simmons First National Corporation Executive Stock Incentive Plan-2006, each of which are discussed in greater detail in this Proxy Statement under the caption, "Compensation Discussion and Analysis." The threshold, target and maximum columns reflect the range of estimated payouts under the EIP. In the 7th and 8th columns, the number of shares of common stock underlying options granted in the fiscal year and corresponding per-share exercise prices are reported. In all cases, the exercise price was equal to the closing market price of the common stock on the day prior to date of grant. Finally, in the 9th column, the aggregate FAS 123(R) value of all awards made in 2006 is reported; in contrast to how the amounts in the Summary Compensation Table are presented, the amounts reported here are the aggregate values without apportioning such amounts over the service or vesting period.



**GRANTS OF PLAN-BASED AWARDS**

Name	Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards			All Other Stock Awards: Number of Shares of Stock or Units (#)	All Other Option Awards: Number of Securities Underlying Options (#) [a]	Exercise or Base Price of Option Awards (\$/Sh)	Grant Date Fair Value of Stock and Option Awards (\$)
		Thresh- old (\$)	Target (\$)	Maxi mum (\$)				
<b>J. Thomas May</b>								
Exec. Inc. Plan	01-01-06	\$ 125,500	\$ 251,000	\$ 251,000				
Bonus Inc. Plan	01-01-06		\$ 5,485 [b]					
<b>Robert A. Fehlman</b>								
Exec. Inc. Plan	01-01-06	\$ 20,000	\$ 40,000	\$ 40,000				
Bonus Inc. Plan	01-01-06		\$ 874 [b]					
Option Plan-2006	05-23-06				500 [c][d]	1,000	\$ 26.19	\$ 18,190
<b>David L. Bartlett</b>								
Exec. Inc. Plan	01-01-06	\$ 43,750	\$ 87,500	\$ 87,500				
Bonus Inc. Plan	01-01-06		\$ 1,912 [b]					
Option Plan-2001	03-01-06				2,500 [d][e]			\$ 72,500
Option Plan-2006	05-23-06				500 [c][e]	11,800	\$ 26.19	\$ 44,210
<b>Marty D. Casteel</b>								
Exec. Inc. Plan	01-01-06	\$ 20,000	\$ 40,000	\$ 40,000				
Option Plan-2006	05-23-06				500 [c][d]	1,000	\$ 26.19	\$ 18,190

Tommie Jones						
Exec. Inc. Plan	01-01-06	\$ 13,500	\$ 27,000	\$ 27,000		
Bonus Inc. Plan	01-01-06		\$ [b]	590		
Option Plan-2006	05-23-06			0	1,200	\$ 26.19 \$ 6,216

[a] The stock option awards in this column represent the following percentage of the total stock option grants, 57,700, made by the Company during 2006: Mr. Fehlman 1.7%, Mr. Bartlett 20.5%, Mr. Casteel 1.7% and Ms. Jones 2.1%.

[b] These awards are under the Bonus Incentive component of the EIP. The plan allocates a discretionary amount of each affiliate bank's income in excess of the current year's targeted income, if any, into a bonus incentive pool. For 2006, the allocated percentage was 10% and the total sum in the bonus pool was \$35,720. The executive officers of each affiliate bank which exceeded targeted income and the executive officers of the Company, then share in the bonus pool based upon the incentive points allocated. There is no minimum, target or maximum for the Bonus Incentive, since the allocation to the bonus pool can only be determined after year end based on whether one or more affiliate banks exceeds its targeted income goal for the fiscal year and the amount of the excess income.

[c] These stock options have a ten year term and vest in five equal installments on the first through the fifth anniversary of the grant date.

[d] This stock option has a ten year term and vests 10% upon grant, 10% on the first through third anniversary of the grant date and 60% on the fourth anniversary of the grant date.

[e] Stock options have no express performance criteria other than continued employment (with limited exceptions for termination of employment due to death, disability, retirement and change in control). However, options have an implicit performance criterion because the options have no value to the executive unless and until the stock price exceeds the exercise price.

*OPTION EXERCISES AND STOCK VESTED IN 2006*

The following table provides information concerning exercises of stock options, stock appreciation rights and similar instruments, and vesting of stock, including restricted stock and similar instruments, during 2006 for each of the named executive officers on an aggregated basis. The table reports the number of securities for which the options were exercised; the aggregate dollar value realized upon exercise of options; the number of shares of stock that have vested; and the aggregate dollar value realized upon vesting of stock.

**OPTION EXERCISES AND STOCK VESTED**

Name	Option Awards		Stock Awards	
	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise [a] (\$)	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting [b] (\$)
J. Thomas May	105,000	\$ 1,691,745	6,000	\$ 169,500
Robert A. Fehlman	2,800	\$ 46,876	100	\$ 2,602
David L. Bartlett	0	\$ 0	306	\$ 8,707
Marty D. Casteel	200	\$ 3,560	46	\$ 1,197
Tommie Jones	1,440	\$ 15,321	0	\$ 0

[a] The Value Realized on Exercise is computed using the difference between the closing market price upon the date of exercise and the option price.

[b] The Value Realized on Vesting is computed using the closing market price upon the date of vesting.

*OUTSTANDING EQUITY AWARDS AT FISCAL YEAR-END 2006*

The following table provides information concerning unexercised options and restricted stock that has not vested for each named executive officer outstanding as of the end of 2006. Each outstanding award is represented by a separate row which indicates the number of securities underlying the award, including awards that have been transferred other than for value (if any).

For option awards, the table discloses the exercise price and the expiration date. For stock awards, the table provides the total number of shares of stock that have not vested and the aggregate market value of shares of stock that have not vested. The market value of stock awards was computed by multiplying the closing market price of the Company's stock at the end of 2006 by the number of shares.

**OUTSTANDING EQUITY AWARDS AT FISCAL YEAR-END**

Name	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Option Awards		Stock Awards	
			Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of S t o c k That Have Not Vested (\$)
J. Thomas May	80,000	0	\$12.1250	05-06-15		
J. Thomas May	15,000	0	\$12.1250	05-06-11		
J. Thomas May					13,500[a]	\$423,900
Robert A. Fehlman	12,600	0	\$12.1250	05-06-11		
Robert A. Fehlman	3,000	0	\$23.7800	07-25-14		
Robert A. Fehlman	376	564	\$24.5000	05-22-15		
Robert A. Fehlman	0	1,000	\$26.1900	05-21-16		
Robert A. Fehlman					300 [b]	\$9,240
Robert A. Fehlman					500 [c]	\$15,700
David L. Bartlett	2,000	0	\$12.1250	05-06-11		
David L. Bartlett	2,400	600	\$23.7800	07-25-14		
David L. Bartlett	1,220	0	\$24.5000	05-22-15		
David L. Bartlett	0	10,000	\$26.1900	05-21-16		
David L. Bartlett	0	1,800	\$26.1900	05-21-16		
David L. Bartlett					224 [b]	\$7,034
					2,250 [d]	\$70,650

David L. Bartlett					
David L. Bartlett				500 [c]	\$15,700
Marty D. Casteel	600	0	\$10.5625	07-27-10	
Marty D. Casteel	6,000	0	\$12.1250	05-06-11	
Marty D. Casteel	2,000	0	\$23.7800	07-25-14	
Marty D. Casteel	920	0	\$24.5000	05-22-15	
Marty D. Casteel	0	1,000	\$26.1900	05-21-16	
Marty D. Casteel				184 [b]	\$5,778
Marty D. Casteel				500 [c]	\$15,700
Tommie Jones	120	0	\$16.0000	03-24-08	
Tommie Jones	400	0	\$12.2190	12-27-08	
Tommie Jones	9,000	0	\$12.1250	05-06-11	
Tommie Jones	2,000	0	\$23.7800	07-25-14	
Tommie Jones	1,220	0	\$24.5000	05-22-15	
Tommie Jones	0	1,200	\$26.1900	05-21-16	

[a] These restricted shares vest in annual installments of 6,000 shares on May 7 in each of the years 2007-2008 and the remaining 1,500 restricted shares vest on May 7, 2009.

[b] These restricted shares vest in annual installments of 100 shares on May 23 in each of the years 2007-2009.

[c] These restricted shares vest in annual installments of 100 shares on May 22 in each of the years 2007-2011.

[d] These restricted shares vest in annual installments of 250 shares on March 1 in each of the years 2007-2009 and the balance, 1,500 shares, vest on March 1, 2010.

*2006 PENSION BENEFITS TABLE*

The following table provides information with respect to each plan that provides for payments or other benefits at, following, or in connection with retirement. This includes tax-qualified defined benefit plans and supplemental executive retirement plans, but does not include defined contribution plans (whether tax qualified or not). The May Plan and the Bartlett Plan are supplemental executive retirement plans.

The Present Value of the Accumulated Benefit reflects the actuarial present value of the named executive officer's accumulated benefit under the plan, computed as of December 31, 2006. In making such calculation, it was assumed that the retirement age will be the normal retirement age as defined in the plan, or if not so defined, the earliest time at which a participant may retire under the plan without any benefit reduction due to age.

**May Plan**

The May Plan is designed to work with the other retirement plans of the Company, on an aggregated basis with Social Security benefits, to provide a targeted level of benefits for Mr. May, the only participant. The May Plan requires Mr. May to remain in the employ of the Company until he attains age 65 to be eligible to receive benefits under the plan, provided that in the event of a change in control the benefits are fully vested at age 60. The May Plan provides a benefit upon normal retirement at age 65, or upon death or disability prior to age 65, a monthly sum equal to one twelfth (1/12) of fifty percent (50%) of the final average compensation (the average compensation paid to him by the Company for the most recent five consecutive calendar years), less the accrued monthly benefit to such individual under the deferred annuity received upon the termination of the Company's pension plan. The benefit payments begin on the first day of the seventh month following retirement, death or disability and continue for 120 consecutive months or until the individual's death, whichever shall occur later. Compensation for purposes of the May Plan includes salary, bonus and short term incentive compensation programs (EIP), but excludes equity compensation plans (stock options and restricted shares) and long term incentive compensation programs (LTEIP).

**Bartlett Plan**

The Company assumed the Bartlett Plan upon its acquisition of Alliance Bancorporation, Inc. in 2004. The Bartlett Plan provides Mr. Bartlett a benefit upon normal retirement at age 65, or upon disability prior to age 65, in the amount of \$125,000 per year payable monthly. In the event of Mr. Bartlett's death prior to January 1, 2023, a variable death benefit death is payable pursuant to the plan's death benefit schedule. The death benefit ranges from a low of \$51,911 for death in 2022 to a high of \$854,132 for death in 2013, with a benefit payable of \$298,616 for death in 2006. Mr. Bartlett is fully vested in both the retirement and death benefits under the plan. The benefits under the plan are designed in conjunction with a life insurance policy acquired at the time the plan was established, barring extraordinary circumstances the earnings of the policy and the proceeds of the policy upon the death of Mr. Bartlett should be sufficient to fully fund the obligations of the Company under the Bartlett Plan.

**PENSION BENEFITS**

Name	Plan Name	Number of Years Credited Service (#)	Present Value of Accumulated Benefit (\$)	Payments During Last Fiscal Year (\$)
J. Thomas May	May Plan	[a]	\$1,631,410	\$ 0
Robert A. Fehlman			\$ 0	\$ 0

David Bartlett	Bartlett Plan	[a]	\$ 585,379	\$ 0
Marty D. Casteel			\$ 0	\$ 0
Tommie Jones			\$ 0	\$ 0

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[a] The benefits under the May Plan and the Bartlett Plan are not dependent upon the credited years of service. Except for disability, death or a change in control, continuous service until the normal retirement age (65) is required under the May Plan. Mr. Bartlett is fully vested in the maximum benefit under the Bartlett.

*POTENTIAL PAYMENTS UPON TERMINATION OR CHANGE IN CONTROL*

The following table summarizes the estimated payments to be made under each contract, agreement, plan or arrangement which provides for payments to a named executive officer at, following, or in connection with any termination of employment including by resignation, retirement, or a constructive termination of a named executive officer, or a change in control or a change in the named executive officer's responsibilities. However, in accordance with SEC regulations, no amounts to be provided to a named executive officer under any arrangement which does not discriminate in scope, terms, or operation in favor of the executive officers and which are available generally to all salaried employees are reported. Also, the following table does not repeat information disclosed above under the pension benefits table, or the outstanding equity awards at fiscal year-end table, except to the extent that the amount payable to the named executive officer would be enhanced by the termination event.

For the purpose of the quantitative disclosure in the following table, and in accordance with SEC regulations, the termination is assumed to have taken place on the last business day of the Company's most recently completed fiscal year, and that the price per share of the common stock is the closing market price as of that date, \$31.40.

Severance. None of the named executive officers presently has an employment agreement which guarantees them employment for any period of time. Therefore, any post-termination payments of salary or severance to any named executive officer would be provided only under the Company's broad-based severance plan in the event of a reduction-in-force or other termination by the Company without cause or pursuant to a CIC Agreement.

Under the Company's Severance Plan, which applies to all employees, the named executive officers would receive base salary for a stated term after severance based upon the executive's length of service to the Company as shown below:

<u>Length of Service</u>	<u>Term of Benefit</u>
Less than 2 years	2 weeks
2-3 years	3 weeks
4-6 years	5 weeks
7-10 years	8 weeks
11-20 years	12 weeks
21 years or more	16 weeks

Such amounts are paid in anticipation of unemployment, and not as a reward for past service. Payment is triggered upon elimination of a position or function, transition, merger or acquisition. Severance is paid twice monthly in the same manner as regular payroll.

The Company has entered into Change in Control Agreements ("CIC Agreements") with certain executives of the Company and the subsidiary banks, including each of the named executive officers, pursuant to which the Company would pay certain salary benefits. The Company would make such payments only upon a change in control, and if the Company terminates an executive without "Cause" or the executive resigns within six months after a "Trigger Event." Additionally, in the case of the CIC Agreement for Mr. May, such payments will also be due, if Mr. May, within twelve months after a change in control, requests his payments commence. The Company will pay an amount up to two times (one and one half times in the case of Ms. Jones) the sum of (1) highest annual base salary for the previous twelve months and (2) the greater of the projected target annual incentive to be paid under the EIP for the current year, or the average EIP bonus paid to the executive over the preceding two years. The termination compensation is payable within 30 business days following the termination and, at the election of the executive, may be payable in either cash or common stock of the Company. In addition, upon such an event, all outstanding stock options vest immediately and all restrictions on restricted stock lapse.





The CIC Agreements will also provide the executive with continuing coverage under the Company's medical, dental, life insurance and long term disability plans for three years following the change in control date. Additionally, if the executive is over 55 years of age, the CIC Agreement allows the executive at his election to continue medical, dental and life insurance coverage after the initial three period, at the executive's cost, if the executive is not then eligible to be covered by a similar program maintained by the current employer of the executive or the executive's spouse. Finally, the CIC Agreements, the case of Messrs. May, Fehlman, Bartlett and Casteel, require the Company to make a tax "gross-up" payment in the event any of the foregoing benefits subject the executive to the excise tax on excess parachute payments as determined under Sections 280G and 4999 of the Internal Revenue Code. Please also refer to the discussion of the CIC Agreements above at "Compensation Discussion and Analysis."

**Accelerated Vesting of Incentives.** The Company has provided and continues to provide equity and non-equity incentives to the named executive officers through the Company's Executive Stock Incentive Plans ("Option Plans"), the Executive Incentive Plan ("EIP") and the Long Term Executive Incentive Plan ("LTEIP"). Please also refer to the discussion of equity and non-equity incentives above at "Compensation Discussion and Analysis."

**Equity Incentives - Stock Options.** Unvested stock options vests upon the named executive officer's death or disability or upon a change in control. Further, unvested stock options vest upon the retirement of a named executive officer after age 65 or after age 62 with ten years of service. Upon any other termination, the executive forfeits his unvested stock options, unless the Board of Directors takes specific action to vest some or all of the unvested options. The value of accelerated options was calculated by multiplying the number of shares times the difference between the closing price of the common stock on the last business day of 2006 and the exercise price of the options. Please refer to the section "Compensation Discussion and Analysis" for more information about stock options.

**Equity Incentives - Restricted Stock.** Unvested restricted stock vest upon the named executive officer's death or disability or upon a change in control. Further, unvested restricted options vest upon the retirement of a named executive officer after age 65 or after age 62 with ten years of service. Upon any other termination, the executive forfeits his unvested restricted stock, unless the Board of Directors takes specific action to vest some or all of the unvested stock. Accordingly, the table below reflects the accelerated vesting of this stock upon the named executive officer's qualified retirement, death or disability, or upon a change in control. An executive forfeits all undistributed shares upon the termination of the executive's employment for all other reasons.

**Non-Equity Incentives - EIP.** The EIP does not provide for an acceleration of entitlement or a satisfaction of performance measures upon a change in control. Therefore the plan could be terminated or modified following a change in control and the participants would not receive any incentive compensation under the EIP for the year in which the change in control occurred. For purposes of the disclosure in the table below, SEC regulations require that such change in control be assumed to occur on the last day of the Company's most recently completed fiscal year. That date coincides with the last date of the performance period under EIP for 2006. As a result of such assumption, the Company could make a full payment under the terms of EIP based on the achievement of EIP goals for the year ending December 31, 2006, and such amounts would not be increased or enhanced as the result the executive's termination or the change in control. Such amounts are reported in the Summary Compensation Table.

**Non-Equity Incentives - LTEIP.** Upon a change in control, all of the performance measures under the LTEIP are deemed to be satisfied and the full amount in the bonus pool, \$350,000, would be vested in Mr. May. However, the payment of the Bonus is not accelerated and would still be due on February 15, 2008. For purposes of the disclosure in the table below, SEC regulations require such change in control be assumed to occur on the last day of the most recently completed fiscal year. That date coincides with the end of year 2 of the LTEIP's three year term. As a result of such assumption, Mr. May would become fully vested in the LTEIP bonus pool in the amount of \$350,000.

**Retirement Plans - May Plan.** Upon a change in control, Mr. May becomes fully vested in the benefits under the May Plan. Payment of the benefits would commence on the first day of the seventh calendar month following his

termination of services to the Company. In the absence of a change in control, upon the death or disability of Mr. May or his retirement at or after age 65, his benefits under the May Plan become fully vested and are payable commencing on the first day of the seventh month after such event. In the event of the termination of Mr. May's employment under any other conditions prior to his attaining age 65, all benefits under the May Plan are forfeited. For purposes of the disclosure in the table below, SEC regulations require that such change in control be assumed to occur on the last day of the most recently completed fiscal year. As a result of such assumption, Mr. May would become fully vested in the benefits under the May Plan.

Retirement Plans - Bartlett Plan. Mr. Bartlett is currently fully vested in the maximum benefit payable under the Bartlett Plan. His entitlement to the benefits under the plan is not affected by his death, disability, termination of service or a change in control of the Company. Payment of the benefits would commence on the first day of the seventh calendar month following his termination of services to the Company. For purposes of the disclosure in the table below, SEC regulations require that such change in control be assumed to occur on the last day of the most recently completed fiscal year. Since Mr. Bartlett is already fully vested in his benefit under the Bartlett Plan, the assumed change in control would not increase or otherwise enhance the benefit payable to Mr. Bartlett under the plan.

Miscellaneous Benefits. Under the CIC Agreements, which are discussed above at "Compensation Discussion and Analysis," the Company is obligated to pay certain other benefits. This includes continuation of medical, dental, life and long term disability insurance coverage for three years from the date of the change in control and certain tax gross-up payments. The conditions to the Company's obligations under the CIC Agreements are discussed above. Except for these benefits payable under the CIC Agreements, the Company has no obligation to continue any other perquisites after a named executive officer's employment terminates.

<u>Executive Benefits and Payments upon Termination</u>	<u>Voluntary Termination</u>	<u>Involuntary Not for Cause Termination</u>	<u>For Cause Termination</u>	<u>Involuntary or Trigger Event Termination (CIC)</u>
<b>J. Thomas May</b>				
Severance	\$ 0	\$ 100,846 [a]	\$ 0	\$ 1,376,000 [b]
Accelerated Vesting of Incentives [c]	\$ 0	\$ 0	\$ 0	\$ 773,900 [d]
Retirement Plan	\$ 0	\$ 0	\$ 0	\$ 1,803,063 [e]
Other Benefits and Tax Gross-Up [f]	\$ 0	\$ 0	\$ 0	\$ 1,420,787 [g]
<b>Robert A. Fehlman</b>				
Severance	\$ 0	\$ 37,142 [a]	\$ 0	\$ 401,900 [b]
Accelerated Vesting of Incentives [c]	\$ 0	\$ 0	\$ 0	\$ 36,320 [h]
Retirement Plans	\$ 0	\$ 0	\$ 0	\$ 0
Other Benefits and Tax Gross-Up [f]	\$ 0	\$ 0	\$ 0	\$ 165,827 [i]
<b>David L. Bartlett</b>				
Severance	\$ 0	\$ 38,462 [a]	\$ 0	\$ 675,000 [b]
Accelerated Vesting of Incentives [c]	\$ 0	\$ 0	\$ 0	\$ 150,202 [j]
Retirement Plans [k]	\$ 585,379	\$ 585,379	\$ 0	\$ 585,379
Other Benefits [l]	\$ 0	\$ 0	\$ 0	\$ 488 [m]
<b>Marty D. Casteel</b>				
Severance	\$ 0	\$ 37,142 [a]	\$ 0	\$ 401,900 [b]
Accelerated Vesting of Incentives [c]	\$ 0	\$ 0	\$ 0	\$ 25,646 [n]
Retirement Plans	\$ 0	\$ 0	\$ 0	\$ 0
Other Benefits and Tax Gross-Up [f]	\$ 0	\$ 0	\$ 0	\$ 159,802 [o]

Tommie K. Jones

Severance	\$	0	\$	35,309 [a]	\$	0	\$	212,630 [b]
Accelerated Vesting of Incentives [c]	\$	0	\$	0	\$	0	\$	5,002 [p]
Retirement Plans	\$	0	\$	0	\$	0	\$	0
Other Benefits [l]	\$	0	\$	0	\$	0	\$	277 [q]

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[a] The Company's severance plan grants severance pay in weeks of base salary based on years of service to the Company. Based upon service, Messrs. May, Fehlman and Casteel are entitled to 12 weeks of base salary, Mr. Bartlett is entitled to 8 weeks of base salary and Ms. Jones is entitled to 16 weeks base salary. Payments under the severance plan for the named executive officer is not enhanced above what any other employee would be due as a result of the termination occurrence.

[b] Under the Change in Control (CIC) Agreements between certain named executive officers and the Company, upon the occurrence of a CIC, severance will consist of either two times the sum of the following items: (1) the highest annual base salary for the previous twelve months and (2) the greater of the projected target annual incentive to be paid under the EIP for the current year, or the average EIP bonus paid to the executive over the preceding two years.

[c] The payment due the named executive officer due to certain termination triggers, related to the Company's incentive programs (EIP, LTEIP, Stock Options and Restricted Stock) is made based on the specific terms and conditions associated with each plan.

[d] Due to the assumed separation, Mr. May is entitled to an incremental value of \$773,900. This value represents payments under the LTEIP as of December 31, 2006 of \$350,000 and gains realized of \$423,900 for unvested restricted stock as of December 31, 2006.

[e] Mr. May's benefit under the May Plan becomes fully vested upon a change in control and the monthly benefit would commence on the seventh month after his termination of service. The information related to the May Plan has been previously disclosed in the Pension Benefit Table. The value disclosed is the present value of Mr. May's benefit.

[f] The named executive officer is not receiving any enhanced payments regarding their Other Benefits as a result of the termination trigger. The amounts related to Other Benefits include the costs associated with continued participation in the Company's health and welfare benefit plans and Tax Gross-Ups under applicable CIC agreements.

[g] Upon a CIC, Mr. May would receive a monthly benefit of \$510 for the next 36 months for purposes of continued health and welfare benefits, and a tax gross-up payment of \$1,420,165.

[h] Due to the assumed separation, Mr. Fehlman is entitled to an incremental value of \$36,320. This value represents gains realized of \$28,260 for unvested restricted stock and \$8,060 for unvested stock options, both as of December 31, 2006.

[i] Upon a CIC, Mr. Fehlman would receive a monthly benefit of \$477 for the next 36 months for purposes of continued health and welfare benefits, and a tax gross-up payment of \$165,271.

[j] Due to the assumed separation, Mr. Bartlett is entitled to an incremental value of \$150,202. This value represents gains realized of \$93,384 for unvested restricted stock and \$56,818 for unvested stock options, both as of December 31, 2006.

[k] Mr. Bartlett is not receiving any enhanced payments regarding the Bartlett Plan as a result of the termination trigger. Mr. Bartlett was fully vested in the maximum benefit under the plan at all times during 2006. The amounts related to the retirement plans have been previously disclosed in the Pension Benefit Tables.

[l] The named executive officer is not receiving any enhanced payments regarding their Other Benefits as a result of the termination trigger. The amounts related to Other Benefits include the costs associated with continued participation in the Company's health and welfare benefit plans under the applicable CIC agreement.



[m] Upon a CIC, Mr. Bartlett would receive a monthly benefit of \$488 for the next 36 months for purposes of continued health and welfare benefits.

[n] Due to the assumed separation, Mr. Casteel is entitled to an incremental value of \$25,646. This value represents gains realized of \$21,478 for unvested restricted stock and \$4,168 for unvested stock options, both as of December 31, 2006.

[o] Upon a CIC, Mr. Casteel would receive a monthly benefit of \$477 for the next 36 months for purposes of continued health and welfare benefits, and a tax gross-up payment of \$159,325.

[p] Due to the assumed separation, Ms. Jones is entitled to an incremental value of \$5,002. This value represents gains realized for unvested stock options, as of December 31, 2006.

[q] Upon a CIC, Ms. Jones would receive a monthly benefit of \$277 for the next 36 months for purposes of continued health and welfare benefits.

### DIRECTOR COMPENSATION

The following table provides information with respect to the compensation of Directors of the Company during 2006, the most recently completed fiscal year

All Directors receive an annual retainer of \$10,000, except the lead director, Harry L. Ryburn, who receives an annual retainer of \$12,000. All Directors receive \$750 for each meeting of the Board attended. In addition, each Director who serves as a committee chairman receives \$300 for each committee meeting attended and other Directors receive \$200 for each committee meeting attended.

The Company maintains a voluntary deferred compensation plan in which non-employee directors may defer receipt of any part or all of their respective directors fees, including retainer fees, meeting fees and committee fees. The director must elect to participate in the plan prior to the calendar year for which the deferral will be applicable. Upon election a director must elect the form of payment (lump sum or annual installments over two to five years) and the date of payment (attainment of a specified age or cessation of serving as a director of the Company). The sums deferred under the plan are credited to an account for the director along with earnings on the deferred sum at an interest rate equal to the yield on the ten year U. S. Treasury Bond, computed quarterly.

The Company adopted a stock option plan for its outside directors in 2006. Grants of option for 1,000 shares were made to each director, except the lead director, who received a grant for 2,000 shares. The grants were made on May 22, 2006 at \$26.19. These options are immediately exercisable and expire on May 21, 2016, subject to earlier termination upon the director's cessation of active service on the Board or the directors' death. In accordance with SEC regulations, grants of stock options are valued at the grant date fair value computed in accordance with Statement of Financial Accounting Standards No. 123 (Revised), "Share-Based Payment" ("FAS 123(R)"). The Company discloses such expense ratably over the vesting period, however, since the options were fully vested upon grant, all of the expense related to the options are disclosed in the table.

Each Director under the age of 70 is provided coverage under the Company's group term life insurance program. Directors up to age 65 receive a death benefit of \$50,000 and directors over 65 but less than 70 years of age receive a death benefit of \$25,000. The policy triples the death benefit in the case of accidental death. In addition, each Director is reimbursed for out of pocket expenses, including travel.



**DIRECTOR COMPENSATION**

Name	Fees Earned or Paid in Cash (\$)	Option Awards (\$)[a]	All Other Compensation [b] (\$)	Total (\$)
William E. Clark [c]	\$ 18,350	\$ 4,720	\$ 2,998	\$ 26,068
Steven A. Cosse'	\$ 17,300	\$ 4,720	\$ 186	\$ 22,206
George A. Makris, Jr. [d]	\$ 21,600	\$ 4,720	\$ 3,481	\$ 29,801
J. Thomas May [e]	\$ 0	\$ 0	\$ 0	\$ 0
W. Scott McGeorge	\$ 19,700	\$ 4,720	\$ 186	\$ 24,606
Harry L. Ryburn	\$ 33,250	\$ 9,440	\$ 31	\$ 42,271
Robert L. Shoptaw	\$ 5,600	\$ 0	\$ 47	\$ 5,647
Henry F. Trotter, Jr.	\$ 17,250	\$ 4,720	\$ 186	\$ 22,156

[a] Based on closing market price of \$26.19 on the day prior to the grant date (May 21, 2006). The ratable portion of the value of grants made in 2006 and prior years, calculated in accordance with FAS 123(R), to the extent the vesting period fell in 2006 are reported in this column. Please refer to footnote 11 to the Company's financial statements for a discussion of the assumptions related to the calculation of such value.

[b] Amounts in this column reflect life insurance premiums for the directors and in the case of Messrs. Clark and Makris earnings on their deferred director's fees under the directors deferred compensation plan in the amounts of \$2,812 and \$3,295, respectively.

[c] Mr. Clark has elected to participate in the director's deferred compensation plan and deferred \$18,250 into the plan for 2006.

[d] Mr. Makris has elected to participate in the director's deferred compensation plan and deferred \$21,500 into the plan for 2006.

[e] J. Thomas May, the Chief Executive Officer of the Company, does not receive director's fees or otherwise participate in the director compensation programs set forth herein. His compensation is disclosed in the preceding discussion concerning Executive Compensation.

**SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE**

Section 16(a) of the Securities and Exchange Act of 1934 and the regulations issued thereunder require directors and certain officers of any company registered under that Act to file statements on SEC Forms 3, 4 & 5 with the Securities and Exchange Commission, showing their beneficial ownership in securities issued by such company. Based upon a review of such statements by the directors and officers of the Company for the preceding fiscal year, provided to the Company by such persons, the Company has identified that Mr. J. Thomas May was late in filing a Form 4 related to his designation as successor trustee of the E.T. May Trust, upon the death of his father, E. T. May.

**AUDIT & SECURITY COMMITTEE**

During 2005, the Audit & Security Committee was composed of George A. Makris, Jr., William E. Clark, W. Scott McGeorge and Harry L. Ryburn. Each of the listed committee members are independent as defined in Rule 4200 of the NASDAQ listing requirements. This committee provides assistance to the Board in fulfilling its responsibilities concerning accounting and reporting practices, by regularly reviewing the adequacy of the internal and external

auditors, the disclosure of the financial affairs of the Company and its subsidiaries, the control systems of management and internal accounting controls. The Audit & Security Committee has adopted a charter, which is available for review in the Investor Relations portion of the Company's web site: [www.simmonsfirst.com](http://www.simmonsfirst.com). This Committee met 12 times in 2006. Attached as Annex A to this Proxy Statement is the Audit & Security Committee Charter adopted by the Board of Directors establishing the duties and responsibilities of this committee.

The Board has determined that none of the members of the Audit & Security Committee meet the definition of "audit committee financial expert" as defined in Item 407(d)(5) of Regulation S-K promulgated by the Securities and Exchange Commission. The Audit & Security Committee receives directly or has access to extensive information from reviews and examinations by the Company's internal auditor, independent auditor and the various banking regulatory agencies having jurisdiction over the Company and its subsidiaries. The Company has not retained an audit committee financial expert to serve on the Board or the Audit & Security Committee because the Board believes that the present members of the committee have sufficient knowledge and experience in financial affairs to effectively perform their duties.

The Company is required to obtain pre-approval by the Audit & Security Committee for all audit and permissible non-audit services obtained from the independent auditors. All services obtained from the independent auditors during 2006, whether audit services or permitted non-audit services, were pre-approved by the Audit & Security Committee. The Audit & Security Committee has not adopted any additional pre-approval policies and procedures, but consistent with its charter, it may do so in the future.

The Audit & Security Committee issued the following report concerning its activities related to the Company for the previous year:

The Audit & Security Committee has reviewed and discussed the audited financial statements of the Company for the year ended December 31, 2006 with management.

The Audit & Security Committee has discussed with BKD, LLP ("BKD"), its independent auditors, the matters required to be discussed by the statement on Auditing Standards No. 61, as amended (AICPA, Professional Standards, Vol. 1. AU section 380), as adopted by the Public Company Accounting Oversight Board in Rule 3200T;

The Audit & Security Committee has received the written disclosures and the letter from independent accountants required by Independence Standards Board Standard No. 1 (Independence Standards Board Standard No. 1, Independence Discussions with Audit Committees), as adopted by Public Company Accounting Oversight Board in Rule 3600T and has discussed with BKD its independence.

Based upon the foregoing review and discussions, the Audit & Security Committee recommended to the Board of Directors that the audited financial statements be included in the Company's Annual Report on Form 10-K for the last fiscal year for filing with the Securities and Exchange Commission.

In its analysis of the independence of BKD, the Audit & Security Committee considered whether the non-audit related professional services rendered by BKD to the Company, were compatible with maintaining the principal accountant's independence.

**AUDIT & SECURITY COMMITTEE**

George A. Makris, Jr.      William E. Clark      W. Scott McGeorge      Harry L. Ryburn

**INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS**

BKD, LLP ("BKD") served as the Company's auditors in 2006 and has been selected to serve in 2007. Representatives of BKD are expected to be present at the shareholders meeting with the opportunity to make a statement if they so desire and are expected to be available to respond to appropriate questions.

Audit Fees

The aggregate fees billed to the Company for professional services rendered by BKD for the audit of the Company's annual financial statements for the year ended December 31, 2006 and the reviews of the financial statements included in the Company's Form 10-Q's for 2006 were \$358,979. The aggregate fees billed to the Company by BKD for such services in 2005 were \$334,805.

Audit Related Fees

The aggregate fees billed to the Company for professional services rendered by BKD for the audit related fees during 2006 were \$50,550. The aggregate fees billed to the Company by BKD for such services in 2005 was \$42,250. These services are primarily for the audits of employee benefit plans for which SFTC is a fiduciary and for the audit of the common trust funds maintained by SFTC.

Tax Fees

The aggregate fees billed to the Company for professional services rendered by BKD for tax services and preparation of tax returns during 2006 were \$36,066. The aggregate fees billed to the Company by BKD for such services in 2005 was \$27,439.

All Other Fees

There were no fees billed to the Company by BKD for services other than those set forth above.

**FINANCIAL STATEMENTS**

A copy of the annual report of the Company for 2006 on Form 10-K required to be filed with the Securities and Exchange Commission, including audited financial statements, is enclosed herewith. Such report and financial statements contained therein are not incorporated into this Proxy Statement and are not considered a part of the proxy soliciting materials, since they are not deemed material for the exercise of prudent judgment in regard to the matters to be acted upon at the meeting.

**PROPOSAL TO INCREASE THE NUMBER OF AUTHORIZED SHARES  
OF THE CLASS A COMMON STOCK OF THE CORPORATION**

The Company's board of directors has determined that it is advisable, and has voted unanimously, to recommend the adoption of an amendment to the Articles of Incorporation to increase the number of authorized shares of Class A Common Stock ("Common Stock") of the Company from 30,000,000 to 60,000,000 shares.

This proposal is to authorize additional shares of the Common Stock, the Company's only outstanding class of stock. There are no preemptive rights with respect to the shares of Common Stock.

The principal reason for the proposed amendment to increase the number of authorized shares of the Common Stock is to provide sufficient shares to enable the Company to issue additional shares, if needed, to effect future stock dividends or to engage in acquisitive transactions. As of February 2, 2007, the Company has 14,193,644 shares of Common Stock issued and outstanding. In addition, the Company has set aside the number of shares to the indicated employee benefit plans which have not been issued:

<u>Employee Benefit Plan</u>	<u>Shares</u>
Executive Stock Incentive Plan	59,000
Executive Stock Incentive Plan - 2001	441,420
Executive Stock Incentive Plan - 2006	250,000
Outside Director Stock Incentive Plan - 2006	50,000
2006 Employee Stock Purchase Plan	<u>300,000</u>
Total shares set aside	1,100,420

Management believes the remaining number of authorized but unissued shares may not be sufficient for future needs of the Company. If the proposed amendment is approved by the shareholders, the additional authorized shares of Common Stock will be available for general corporate purposes, including public offerings, stock dividends and acquisitions. The Company presently has no specific plan for the issuance or use of the shares sought to be authorized by this proposal.

The proposed amendment could, under certain circumstances, have an anti-takeover effect on the Company. The availability for issuance of the additional authorized shares of common stock could deter a potential acquirer from pursuing a takeover transaction, due to the possibility of the issuance of additional shares increasing the cost of any proposed takeover transaction. Management and the Board are not aware of any proposed takeover attempt of the Company and have no present intention of utilizing the additional authorized shares as an anti-takeover measure.

The Board of Directors proposes to amend the Articles of Incorporation as set forth above and to restate the Articles of Incorporation of the Company with such amendment. If authority to amend and restate the Articles is granted by the shareholders at the Shareholders' Meeting, management intends to file the Amended and Restated Articles of Incorporation immediately following such approval, and the Amended and Restated Articles of Incorporation will become effective upon filing with the Arkansas Secretary of State.

ADOPTION OF THIS PROPOSAL REQUIRES THE VOTES CAST IN FAVOR OF THE PROPOSAL EXCEED THE VOTES CAST OPPOSING THE PROPOSAL AT A MEETING AT WHICH A MAJORITY OF THE SHARES OF COMMON STOCK OF THE COMPANY ARE PRESENT, IN PERSON OR BY PROXY. THE BOARD OF DIRECTORS BELIEVES THAT THIS PROPOSAL IS IN THE BEST INTEREST OF ALL SHAREHOLDERS AND RECOMMENDS THAT SHAREHOLDERS VOTE FOR ITS ADOPTION. UNLESS INSTRUCTED TO ABSTAIN OR VOTE AGAINST THE PROPOSAL OR AUTHORITY TO VOTE IS WITHHELD, THE PERSONS NAMED IN THE ACCOMPANYING FORM OF PROXY WILL VOTE THE SHARES REPRESENTED THEREBY IN FAVOR OF APPROVAL OF THE PROPOSED AMENDMENT TO THE COMPANY'S ARTICLES OF INCORPORATION.

### **PROPOSALS FOR 2008 ANNUAL MEETING**

Shareholders who intend to have a proposal considered for inclusion in the Company's proxy materials for presentation at the 2008 Annual Meeting of Shareholders must submit the proposal to the Company no later than November 9, 2007. Shareholders who intend to present a proposal at the 2008 Annual Meeting of Shareholders without inclusion of such proposal in the Company's proxy materials are required to provide notice of such proposal to the Company no later than January 23, 2008. The Company reserves the right to reject, rule out of order, or take other appropriate action with respect to any proposal that does not comply with these and other applicable requirements.

### **OTHER MATTERS**

Management knows of no other matters to be brought before this annual meeting. However, if other matters should properly come before the meeting, it is the intention of the persons named in the proxy to vote such proxy in

accordance with their best judgment on such matters.

**BY ORDER OF THE BOARD OF DIRECTORS:**

John L. Rush, Secretary  
Pine Bluff, Arkansas  
March 9, 2007

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**ANNEX A**

**SIMMONS FIRST NATIONAL CORPORATION  
AUDIT AND SECURITY COMMITTEE CHARTER**

**JANUARY 2007**

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**SIMMONS FIRST NATIONAL CORPORATION  
AUDIT AND SECURITY COMMITTEE CHARTER**

This Charter identifies the authority, responsibility, membership requirements, purpose and objectives of the Audit and Security Committee of Simmons First National Corporation.

The Audit and Security Committee is appointed by the Board to assist the Board in monitoring (1) the integrity and accuracy of financial reporting, (2) compliance with legal and regulatory requirements, (3) the adequacy of internal controls and (4) the independence and performance of internal and external auditors.

The Audit and Security Committee shall have the authority to retain, with funding provided through the Internal Audit Budget, special legal, accounting or other consultants to advise the Committee. The Committee may request any officer or employee of the Corporation or the Corporation's outside counsel or independent auditor to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.

The Audit and Security Committee shall make regular reports to the Board.

The Audit and Security Committee shall:

1. Be composed of a minimum of three members and be comprised of independent directors satisfying the independence standard as defined by the applicable listing standards of the NASDAQ.
2. Strive to have at least one director on the Committee who has past employment experience in finance or accounting, including a current or past position as a chief executive or financial officer or other senior officer with financial oversight responsibilities.
3. Be directly responsible for the appointment, compensation, retention and oversight of the work of the independent auditor, which shall report directly to the Committee.
4. Pre-approve all services provided by the independent auditor, provided that the Chairman of the Committee shall be authorized to approve requests for services between scheduled meetings of the Committee, and such interim action shall be presented to the Committee at its next scheduled meeting.
5. Be authorized to engage independent counsel and other advisors, as it determines to be necessary to carry out its duties.
6. Receive funding from SFNC as the Committee deems necessary to compensate the independent auditor, compensate any independent advisors retained to assist the Committee in carrying out its duties.
7. Determine that the independent external auditor has reviewed the audited financial statements with management and discussed with the Committee, any major issues regarding accounting and auditing principles and practices as well as the adequacy of internal controls that could significantly affect the financial statements.
8. Review major changes to the auditing and accounting principles and practices as suggested by the independent auditor, internal auditors or management.
9. Ensure rotation of the lead audit partner every five years.





10. Evaluate the performance of the independent auditor and, if so determined by the Committee, replace the independent auditor.
11. Review the appointment and replacement of the senior internal auditing executive.
12. Review the significant reports to management prepared by the internal auditing department and management's responses.
13. At their discretion, meet with the independent auditor prior to the audit to review the planning and staffing of the audit.
14. Discuss with the independent auditor the matters required to be discussed by the Statement on Auditing Standards No. 61 relating to the conduct of the audit. This will include a review of all fees paid to the independent auditor to ensure that independence has not been impaired.
15. Review with the independent auditor any problems or difficulties the auditor may have encountered and any management letter provided by the auditor and responses to that letter. Such review should include:
  - (a) Any difficulties encountered in the course of the audit work, including any restrictions on the scope of activities or access to required information.
  - (b) Any disagreements with management regarding financial reporting.
  - (c) Any changes required in the planned scope of the internal audit.
  - (d) The internal audit department responsibilities, budget and staffing.
16. Meet at least annually with the chief financial officer, the senior internal auditing executive and the independent auditor in separate executive sessions.
17. Establish/document procedures to respond to internal and external complaints received on accounting and auditing matters. (See Appendix A)

While the Audit and Security Committee has the responsibility and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that the financial statements are complete and accurate and are in accordance with generally accepted accounting principles. Such duties are the responsibility of management and the independent auditor.

**APPENDIX A**

**SIMMONS FIRST NATIONAL CORPORATION**

**Procedures for the Submission of Complaints or Concerns Regarding Financial Statement Disclosures, Accounting, Internal Accounting Controls or Auditing Matters**

1. Any complaints received regarding financial statement disclosures, accounting, internal accounting controls or auditing matters received by Simmons First National Corporation ("SFNC") or any of its subsidiaries shall be forwarded to the Audit & Security Committee of the SFNC Board of Directors.
2. Any employee of SFNC or its subsidiaries may submit, on a confidential, anonymous basis if the employee so desires, any concerns regarding financial statement disclosures, accounting, internal accounting controls or auditing matters by setting forth such concerns in writing and forwarding them to the address below in a sealed envelope to the Chairman of the Audit & Security Committee, or to the Corporate Secretary, such envelope to be labeled with a legend such as: "To be opened by the Audit & Security Committee only." If an employee would like to discuss any matter with the Audit & Security Committee, the employee should indicate this in the submission and include a telephone number at which he or she might be contacted if the Committee deems it appropriate. Any such envelopes received by the Corporate Secretary shall be promptly forwarded unopened to the Chairman of the Audit & Security Committee.
3. At each of its meetings, including any special meeting called by the Chairman of the Committee following the receipt of any information pursuant to this Appendix, the Audit & Security Committee shall review and consider any such complaints or concerns that it has received and take any action that it deems appropriate in order to respond thereto.
4. The Audit & Security Committee shall retain any such complaints or concerns for a period of no less than 7 years.

Chairman, Audit & Security Committee  
Simmons First National Corporation  
P. O. Box 7009  
Pine Bluff, AR 71611-7009  
(To be opened by the Audit & Security Committee only)

Secretary, Corporate Board  
Simmons First National Corporation  
P. O. Box 7009  
Pine Bluff, AR 71611-7009  
(To be opened by the Audit & Security Committee only)

March 9, 2007

Dear Shareholder:

It is our pleasure to enclose the 2006 annual report for your corporation.

Our annual shareholders' meeting will be held on the evening of Tuesday, April 10, 2007 at the Pine Bluff Convention Center. As is our custom, you and your spouse, or guest, are cordially invited to join us for dinner, which will be served at 6:30 p.m. The business meeting will follow at approximately 7:30 p.m.

This year, you will find your dinner reservation card located inside the annual report. Please fill this out and return at your earliest convenience.

We thank you again for your support, and we look forward to seeing you April 10.

Sincerely,

J. Thomas May  
Chairman and Chief Executive Officer

JTM/kj

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**PROXY BALLOT**  
**SIMMONS FIRST NATIONAL CORPORATION**  
**April 10, 2007**

PROXY SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS FOR  
THE ANNUAL MEETING OF STOCKHOLDERS, APRIL 10, 2007

The undersigned hereby constitutes and appoints William C. Bridgforth, Robert A. Fehlman, and Rita A. Gronwald as Proxies, each with the power of substitution, to represent and vote as designated on this proxy card all of the shares of common stock of Simmons First National Corporation held of record by the undersigned on February 2, 2007, at the Annual Meeting of Shareholders to be held on April 10, 2007, and any adjournment thereof.

**This proxy, when properly executed, will be voted as directed. IF NO DIRECTION IS GIVEN, THIS PROXY WILL BE VOTED FOR ALL PROPOSALS.**

(1) **PROPOSAL TO** fix the number of directors at nine;  
FOR AGAINST ABSTAIN

(2) **ELECTION OF DIRECTORS** (mark only one box)  
FOR ALL NOMINEES  
WITHHOLD AUTHORITY FOR ALL NOMINEES

WITHHOLD AUTHORITY FOR CERTAIN NOMINEES below whose names have been lined through;

William E. Clark J. Thomas May Dr. Harry L.  
Ryburn  
Steven A. Cosse' W. Scott Robert L. Shoptaw  
McGeorge  
George A. Makris, Stanley E. Reed Henry F. Trotter,  
Jr. Jr.

(3) **TO AMEND THE ARTICLES OF INCORPORATION**, to increase the number of authorized shares of Class A, \$0.01 par value, Common Stock of the Company from 30,000,000 to 60,000,000.

FOR AGAINST ABSTAIN

(4) Upon such other business as may properly come before the meeting or any adjournment or adjournments thereof.

The undersigned acknowledges receipt of this ballot, Notice of Annual Meeting, Proxy Statement, and Annual Report.

Signature(s) of Shareholder(s)

Date

Signature(s) of Shareholder(s)

Date

**IMPORTANT: Please date and sign this proxy exactly as the ownership appears below. If held in joint ownership, all owners must sign this ballot. Please return promptly in the envelope provided**