MIDSOUTH BANCORP INC

Form 4 May 25, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

may continue.

1. Name and Address of Reporting Person * CLOUTIER C R			2. Issuer Name and Ticker or Trading Symbol MIDSOUTH BANCORP INC [MSL]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last) 102 VERSAILI	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/23/2012	X Director 10% Owner X Officer (give title Other (specify below) President & CEO		
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person _ Form filed by More than One Reporting 		
LAFAYETTE, LA 70501				Person		

(City)	(State)	(Zip) Tab	le I - Non-l	Derivative	Secu	rities A	equired, Disposed	l of, or Benefi	cially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	(D) (Instr. 3,	4 and (A) or	d of 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	05/24/2012		Code V M	Amount 9,998 (1)	(D)	Price \$ 6.55	291,894.35	D	
Common Stock	05/24/2012		M	0	A	\$0	65,562	I	Def Comp
Common Stock	05/24/2012		M	0	A	\$0	1,272.51	D	
Common Stock	05/24/2012		M	0	A	\$0	11,420	I	Spouse-IRA
Common Stock	05/24/2012		M	0	A	\$0	35,874.58	I	ESOP

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. Number of or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options	\$ 12.97	05/23/2012		A	42,502	(2)	05/23/2022	Common Stock	0

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
CLOUTIER C R							
102 VERSAILLES BLVD	X		President & CEO				
LAFAYETTE, LA 70501							

Signatures

Shaleen B. Pellerin, Attorney 05/25/2012 in Fact

**Signature of Reporting Person Date

Explanation of Responses:

- If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Exercise of Stock Options.

Up to 20% of the total during the second year; up to 40% of the total during the third year; up to 60% of the total during the fourth year;

(2) up to 80% of the total during the fifth year and during the sixth and each subsequent year until ten years from date of grant up to 100% of the total number of shares.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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