

# FORM 4

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

| OMB APPROVAL  |                  |
|---|------------------|
| OMB Number:   | 3235-0287        |
| Expires:  | October 31, 2021 |
| Estimated average burden<br>hours per response. . . . . | 0.5              |

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

(Print or Type Responses)

|  |         |          |   |  |   |  |  |
|--|---------|----------|---|--|---|--|--|
| 1. Name and Address of Reporting Person*<br>Rollins III James D. |         |          | 2. Issuer Name <b>and</b> Ticker or Trading Symbol<br>BancorpSouth Bank [BXS]                 |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)<br><u>Chairman &amp; CEO</u> |  |  |
| (Last)<br>One Mississippi Plaza<br>201 South Spring Street       | (First) | (Middle) | 3. Date of Earliest Transaction Required to be Reported<br>(Month/Day/Year)<br><br>01/15/2021 | 4. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person  |  |  |
| (Street)<br>Tupelo, MS 38804                                     |         |          |   |  |   |  |  |
| (City)   | (State) | (Zip)    |   |  |   |  |  |

**Table I — Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed Execution Date, if any<br>(Month/Day/Year) | 3. Transaction Code<br>(Instr. 8) |   | 4. Securities Acquired (A) or Disposed of (D)<br>(Instr. 3, 4 and 5) |            |           | 5. Amount of Securities Beneficially Owned Following Reported Transaction (s)<br>(Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I)<br>(Instr. 4) | 7. Nature of Indirect Beneficial Ownership<br>(Instr. 4) |
|------------------------------------|---|---|-----------------------------------|---|--|------------|-----------|---|---|--|
|                                    |   |   | Code                              | V | Amount   | (A) or (D) | Price     |   |   |  |
| Common Stock                       | 01/15/2021                              |   | A                                 |   | <sup>(1)</sup><br>31,924.0000  | A          | \$0.0000  | 325,172.0000  | D   |  |
| Common Stock                       | 01/15/2021                              |   | F                                 |   | <sup>(2)</sup><br>14,268.0000  | D          | \$30.1500 | 310,904.0000  | D   |  |
| Common Stock                       |   |   |                                   |   |  |            |           | 14,554.1300   | I   | by 401k Plan   |
| Common Stock                       |   |   |                                   |   |  |            |           | 111,706.0000  | I   | Lmtd Partnership <sup>(3)</sup>                          |
|                                    |   |   |                                   |   |  |            |           |   |   |  |
|                                    |   |   |                                   |   |  |            |           |   |   |  |

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

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

Rollins III James D.

**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 control number.**

(Over)  
SEC 1474 (11-11)

**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. Transaction Code (Instr. 8) |   | 5. Number of 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) |                            | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned following Reported Transaction (s)(Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|---|-----|--|-----------------|---|----------------------------|--|--|--|--|
|  |  |                                      |  | Code                           | V | (A)   | (D) | Date Exercisable   | Expiration Date | Title   | Amount or Number of Shares |  |  |  |  |
|  |  |                                      |  |                                |   |   |     |  |                 |   |                            |  |  |  |  |
|  |  |                                      |  |                                |   |   |     |  |                 |   |                            |  |  |  |  |
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|  |  |                                      |  |                                |   |   |     |  |                 |   |                            |  |  |  |  |
|  |  |                                      |  |                                |   |   |     |  |                 |   |                            |  |  |  |  |
|  |  |                                      |  |                                |   |   |     |  |                 |   |                            |  |  |  |  |

Explanation of Responses:

/s/ James D. Rollins III

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations.  
 See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

\_\_\_\_\_  
 \*\*Signature of Reporting Person

01/19/2021

\_\_\_\_\_  
 Date

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

Rollins III James D.

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## Footnotes

(1) Reflects performance shares granted pursuant to the BancorpSouth Long-Term Equity Incentive Plan that were earned on December 31, 2019, upon the achievement of certain performance goals for the 2018 through 2019 "performance period" and were received after a one-year retention period.

(2) Shares withheld by BancorpSouth to satisfy a tax withholding obligation resulting from the vesting of certain performance shares.

(3) The reported shares are owned directly by a limited partnership. The reporting person is a 50% owner of 49.5% of the general partner.