

# FORM 4

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

☐ 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)

OMB APPROVAL	
OMB Number:	3235-0287
Expires:	October 31, 2021
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* Cannon Deborah M.			2. Issuer Name <b>and</b> Ticker or Trading Symbol BancorpSouth Bank [BXS]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) 	
(Last) One Mississippi Plaza 201 South Spring Street	(First)	(Middle)	3. Date of Earliest Transaction Required to be Reported (Month/Day/Year)  04/22/2020	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(Street) Tupelo, MS 38804						
(City)	(State)	(Zip)				

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

1. Title of Security (Instr. 3)	2. Trans- action Date  (Month/ Day/ Year)	2A. Deemed Execution Date, if any (Month/ Day/Year)	3. Trans- action Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction (s) (Instr. 3 and 4)	6. Owner- ship Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Owner- ship (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	04/22/2020		M		(1) 1,680.0000	A	(1)	13,399.7100	D	

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).

Cannon Deborah M.

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			Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	(1)	04/22/2020		M			(1)	(1)	(1)	Common Stock	1,680.0000	(1)	0.0000	D	

Explanation of Responses:

/s/ Deborah M. Cannon

\*\* 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

04/22/2020

\_\_\_\_\_  
 Date

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

Cannon Deborah M.

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## Footnotes

(1) These shares were granted to the Reporting Person on May 1, 2019, as restricted stock units under the BancorpSouth 1995 Non-Qualified Stock Option Plan for Non-employee Directors. These shares will vest upon the date of the annual shareholders' meeting of the Company, on or around April 22, 2020, that follows the date this Award is granted.