

TRUSTMARK CORP  
Form 4  
July 21, 2006

**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 OF  
SECURITIES**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Woods Charles Scott

(Last) (First) (Middle)

P. O. BOX 291

(Street)

JACKSON, MS 39205

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

TRUSTMARK CORP [TRMK]

3. Date of Earliest Transaction  
(Month/Day/Year)

07/20/2006

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title \_\_\_\_X\_\_\_\_ Other (specify  
below) below)

Wholly Owned Subsidiary

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_X\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

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

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                       | Amount<br>(D)                                                                                                      | Price                                                                   |                                                                                |
| common                                | 07/20/2006                              |                                                             | M                                    |                                                                         | 875                                                                                                                | A \$ 24.09                                                              | 11,933 D                                                                       |
| common                                | 07/20/2006                              |                                                             | S                                    |                                                                         | 875                                                                                                                | D \$ 30.4542                                                            | 11,058 D                                                                       |
| common                                | 07/20/2006                              |                                                             | M                                    |                                                                         | 1,750                                                                                                              | A \$ 27.3                                                               | 12,808 D                                                                       |
| common                                | 07/20/2006                              |                                                             | S                                    |                                                                         | 1,750                                                                                                              | D \$ 30.4542                                                            | 11,058 D                                                                       |
| common                                | 07/20/2006                              |                                                             | M                                    |                                                                         | 700                                                                                                                | A \$ 28.28                                                              | 11,758 D                                                                       |
| common                                | 07/20/2006                              |                                                             | S                                    |                                                                         | 700                                                                                                                | D \$ 30.4542                                                            | 11,058 D                                                                       |

# Edgar Filing: TRUSTMARK CORP - Form 4

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

**Persons who 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.**

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. 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. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|---------------------------------------------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable Expiration Date                         | Title                                                         | Amount or Number of Shares                                    |
| Employee Stock option (Right to Buy)       | \$ 24.09                                               | 07/20/2006                           |                                                    | M                              | 875                                                                                     | <u>(1)</u> 04/15/2013                                    | common                                                        | 875                                                           |
| Employee Stock option (Right to Buy)       | \$ 27.3                                                | 07/20/2006                           |                                                    | M                              | 1,750                                                                                   | <u>(2)</u> 04/20/2014                                    | common                                                        | 1,750                                                         |
| Employee Stock option (Right to Buy)       | \$ 28.28                                               | 07/20/2006                           |                                                    | M                              | 700                                                                                     | <u>(3)</u> 05/10/2012                                    | common                                                        | 700                                                           |

## Reporting Owners

| Reporting Owner Name / Address                            | Relationships                    |
|-----------------------------------------------------------|----------------------------------|
|                                                           | Director 10% Owner Officer Other |
| Woods Charles Scott<br>P. O. BOX 291<br>JACKSON, MS 39205 | Wholly Owned Subsidiary          |

## Signatures

Charles Scott Woods by: T. Harris Collier, III,  
POA

07/21/2006

\_\_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) The option vests in four (4) equal installments beginning April 15, 2004.
- (2) The option vests in four (4) equal installments beginning April 20, 2005.
- (3) The option vests in five (5) equal installments beginning May 10, 2006.

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.