

TRUSTMARK CORP  
Form 8-K  
January 31, 2006

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**January 31, 2006**

Date of Report (Date of earliest event reported)

**TRUSTMARK CORPORATION**

(Exact name of registrant as specified in its charter)

<b>Mississippi</b> (State or other jurisdiction of incorporation)	<b>0-3683</b> (Commission File Number)	<b>64-0471500</b> (IRS Employer Identification No.)
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<b>248 East Capitol Street, Jackson, Mississippi</b> (Address of principal executive offices)	<b>39201</b> (Zip Code)
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Registrant's telephone number, including area code: **(601) 208-5111**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))



**Item 8.01 Other Events**

Attached hereto as Exhibit 10-b is a revised Form of Restricted Stock Agreement to be used in connection with the 2005 Stock and Incentive Compensation Plan. The Plan was previously filed as Exhibit 10-a to Trustmark Corporation's quarterly report on Form 10-Q for the quarter ended March 31, 2005.

**Item 9.01 Financial Statements and Exhibits**

(d) The following exhibit is filed as part of this Form 8-K:

**Exhibit No.** **Description**

10-b	Form of Restricted Stock Agreement (under the 2005 Stock and Incentive Compensation Plan)
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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**TRUSTMARK CORPORATION**

(Registrant)

BY: /s/ Zach L. Wasson  
Zach L. Wasson  
Treasurer (Principal Financial Officer)

DATE: January 31, 2006

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**EXHIBIT INDEX**

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