CLOUTIER CR

Form 4

December 18, 2009

FORM 4

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

OMB Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

3235-0287 January 31, Expires: 2005

OMB APPROVAL

Form 4 or Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Estimated average burden hours per response... 0.5

obligations may continue. See Instruction

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * CLOUTIER C R			2. Issuer Name and Ticker or Trading Symbol MIDSOUTH BANCORP INC [MSL]					g	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 12/02/2009				_X_ Director _X_ 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 Person			
(City)	(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned											
1.Title of Security (Instr. 3)		2. Transaction Date 2A. Deemed Execution Date, if any (Month/Day/Year)		3. 4. Securities Acquired Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or Code V Amount (D) Price			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)		Indirect Beneficial Ownership			
Common Stock	12/02/2009			Code	V V	1,447 (1)	(D)	Price \$ 13.6	62,966	I	Def Comp.	
Common Stock	12/02/2009			A		0	A	\$0	276,080	D		
Common Stock	12/02/2009			A		0	A	\$0	11,420	I	Spouse IRA	
Common Stock	12/02/2009			A		0	A	\$0	31,664	I	ESOP	

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 o	of 2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title and A	Amount of	8. Price
Derivativ	ve Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Underlying S	Securities	Derivat
Security	or Exercise		any	Code	of	(Month/Day/	/Year)	(Instr. 3 and	4)	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e				(Instr. 5
	Derivative				Securities	S				
	Security				Acquired					
	·				(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
					i, and 5)					
									Amount	
						Date	Expiration		or	
						Exercisable	*	Title	Number	
						Exercisable	Date		of	
				Code V	(A) (D)				Shares	
~ .								_		
Stock	\$ 6.55	12/02/2009		٨	0	(2)	05/31/2012	Common	0	\$ 0
Option	\$ 0.55	12/02/2009		A	U	(-)	03/31/2012	Stock	U	\$ U

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
CLOUTIER C R							
	X	X	President & CEO				

Signatures

C. R. Cloutier

12/18/2009

**Signature of Date
Reporting Person

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) Stock purchased with cash dividend accrued in 2009 for Directors Deferred Compensation Trust.
- Up to 20 percent of total during the second year; up to 40 percent during the third year; up to 60 percent during the fourth year; up to 80

 (2) percent during the fifth year and during the sixth and each subsequent year until ten years from date of grant up to 100 percent 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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