TRUSTMARK CORP

Form 4

January 28, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB 3235-0287

OMB APPROVAL

Number:

Expires:

January 31, 2005

0.5

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if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

Check this box

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

See Instruction

1(b).

(Print or Type Responses)

	Address of Reporting JAMES M JR	Symbol	ner Name and Ticker or Trading TMARK CORP [TRMK]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) (Check all applicable) (Check all applicable) (Check all applicable) (Officer (give titleX 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 Person (Quired, Disposed of, or Beneficially Owned)			
(Last) P. O. BOX	,		of Earliest Transaction /Day/Year) /2015				
JACKSON	(Street) N, MS 39205		nendment, Date Original Ionth/Day/Year)				
(City)	(State)	(Zip) Ta	ble I - Non-Derivative Securities A				
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Price	5. Amount of 6. 7. Nature of Securities Ownership Indirect Beneficially Form: Beneficial Owned Direct (D) Ownership Following or Indirect (Instr. 4) Reported (I) Transaction(s) (Instr. 4) (Instr. 3 and 4)			
common stock	01/26/2015		A 2,113 A \$0	14,072 (1) I By company sponsored 401k plan.			
common stock				I By spouse			
common	01/26/2015		F 450 (2) D \$	29.029 D			

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

01/26/2015

stock

F

459 (2) D

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)

D

29,029

22,995

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securities	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3 and 4)	Own
	Security				Acquired					Follo
					(A) or					Repo
					Disposed					Trans
					of (D)					(Instr
					(Instr. 3,					
					4, and 5)					
								Amoun	f	
									ı	
						Date Expirati	Expiration		r	
						Exercisable	Date			
				Code V	(A) (D)					
				Code V	of (D) (Instr. 3,		•	Amoun or Title Numbe of Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

OUTLAW JAMES M JR P. O. BOX 291 JACKSON, MS 39205

Wholly Owned Subsidiary

Signatures

James M. Outlaw, Jr. by: T. Harris Collier, III, POA

01/28/2015

**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) 2113 shares acquired through company sponsored 401k plan since Jan 1, 2014.
- (2) Shares withheld to satisfy tax withholding obligation in connection with vesting of time-based restricted stock granted on Jan. 24, 2012.

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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