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BANCORPSOUTH INC
Form 13F-HR
November 15, 2010

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON D.C. 20549

FORM 13F

FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: September 30, 2010

Check here if Amendment ; Amendment Number: _____

This Amendment (Check only one): is a restatement
 adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: BancorpSouth Inc.
Address: One Mississippi Plaza
201 South Spring Street
Tupelo MS 38804

Form 13F File Number: 28-10453

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it that all information contained herein is true correct and complete and that it is understood that all required items statements schedules lists and tables are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: Cathy S. Freeman
Title: Executive Vice President and Corporate Secretary
Phone: (662) 680-2084

Signature Place and Date of Signing:

/s/ Cathy S. Freeman	Tupelo Mississippi	November 15, 2010
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[Signature]	[City State]	[Date]

Report Type (Check only one.):

- 13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report.)
- 13F NOTICE. (Check here if no holdings reported are in this report and all holdings are reported by other reporting manager(s).)
- 13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

List of Other Managers Reporting for this Manager: None.

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FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 1
 Form 13F Information Table Entry Total: 226
 Form 13F Information Table Value Total: \$826,169
 (thousands)

LIST OF OTHER INCLUDED MANAGERS:

Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional investment managers with respect to which this report is filed other than the manager filing this report.

No.	Form 13F File Number	Name
1	28-10939	BancorpSouth Bank

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FORM 13F INFORMATION TABLE

NAME OF ISSUER	TITLE OF CLASS	CUSIP	MKT VAL x 1000	Shares/ PRN Amt	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION		
							SOLE (A)	SHR (B)	OTH (C)
MARVELL TECHNOLOGY GROUP LTD	ORD	G5876H105	220	13,957	SH		X		
WILLIS GROUP HOLDINGS PUBLIC	SHS	G96666105	265	8,830	SH		X		
ACE LTD	SHS	H0023R105	256	4,965	SH		X		
AERCAP HOLDINGS NV	SHS	N00985106	114	10,941	SH		X		
FLEXTRONICS INTL LTD	ORD	Y2573F102	296	52,932	SH		X		
AGL RES INC	COM	001204106	238	6,632	SH		X		
AT&T INC	COM	00206R102	761	31,456	SH		X		
AT&T INC	COM	00206R102	131	5,420	SH				X
ABBOTT LABS	COM	002824100	701	14,988	SH		X		
ABBOTT LABS	COM	002824100	189	4,036	SH				X
AIR PRODS & CHEMS INC	COM	009158106	649	10,019	SH		X		
ALLSCRIPT MISYS HEALTCAR SOL	COM	01988P108	190	11,783	SH		X		
ALTRIA GROUP INC	COM	02209S103	618	30,845	SH		X		
ALTRIA GROUP INC	COM	02209S103	4	210	SH				X
AMERICAN EXPRESS CO	COM	025816109	540	13,594	SH		X		
AMGEN INC	COM	031162100	416	7,918	SH		X		
AMPHENOL CORP	NEW CL A	032095101	223	5,669	SH		X		
APACHE CORP	COM	037411105	227	2,692	SH		X		
APPLE INC	COM	037833100	1,469	5,841	SH		X		
APPLIED MATLS INC	COM	038222105	253	21,009	SH		X		
ARCHER DANIELS MIDLAND CO	COM	039483102	336	13,006	SH		X		
ATMEL CORP	COM	049513104	102	21,350	SH		X		
AUTODESK INC	COM	052769106	252	10,359	SH		X		
BP PLC	SPONSORED ADR	055622104	185	6,391	SH		X		
BP PLC	SPONSORED ADR	055622104	81	2,800	SH				X

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DU PONT E I DE NEMOURS & CO	COM	263534109	230	6,650	SH	X	
DUKE ENERGY CORP	NEW COM	26441C105	221	13,798	SH	X	
DUKE ENERGY CORP	NEW COM	26441C105	6	364	SH		X
ERHC ENERGY INC	COM	26884J104	2	10,000	SH	X	
EMERSON ELEC CO	COM	291011104	960	21,980	SH	X	
ENCORE WIRE CORP	COM	292562105	218	11,959	SH	X	
EXPRESS SCRIPTS INC	COM	302182100	1,811	38,508	SH	X	
EXXON MOBIL CORP	COM	30231G102	4,876	85,433	SH	X	
EXXON MOBIL CORP	COM	30231G102	835	14,630	SH		X
FEDERATED EQUITY FDS	INTRCONTL INST	314172461	30,175	788,478	SH	X	
FEDERATED EQUITY FDS	INTRCONTL INST	314172461	127	3,307	SH		X
FEDERATED TOTAL RETURN SERS	ULSHT INST NEW	31428Q747	114	12,478	SH	X	
FIDELITY ADVISOR SER VIII	DIVR INTL INST	315920686	178	13,642	SH	X	
FIDELITY CONTRAFUND INC	NEW INSIGHTS I	316071604	28,139	1,706,405	SH	X	
FIDELITY CONTRAFUND INC I	NEW INSIGHTS	316071604	133	8,037	SH		X
FIDELITY PURITAN TR	LOW PRICE STK	316345305	27,863	894,191	SH	X	
FIDELITY PURITAN TR	LOW PRICE STK	316345305	175	5,622	SH		X
GENERAL ELECTRIC CO	COM	369604103	612	42,465	SH	X	
GENERAL MLS INC	COM	370334104	227	6,404	SH	X	
GOOGLE INC	CL A	38259P508	600	1,349	SH	X	
RESTER ENTERPRISES LP 5% INT		404005993	208	1	SH	X	
RESTER ENTERPRISES LP 8% INT		405002999	333	1	SH	X	
RESTER ENTERPRISES LP 8% INT		407000991	333	1	SH	X	
DAVIS FAMILY HOLDINGS LP		419002993	1,194	0	SH	X	
LONESTAR PARTNERS, L.P.		420002990	2,445	2,500,000	SH		X
HESS CORP	COM	42809H107	217	4,313	SH	X	
HEWLETT PACKARD CO	COM	428236103	482	11,130	SH	X	
KEY COLONY		430004994	626	1	SH		X
JOHNSTON ENTERPRISES, L.P.		432004992	1,389	0	SH	X	
GURDON TIMBER LTD 36.494%		434002994	2,477	1	SH	X	
WOODLAND HILLS LIMITED PARTN		435001995	220	25	SH	X	
SUNNYDALE LIMITED PARTNERSHI		436001994	1,558	88	SH	X	
WEH PROPERTIES LIMITED PARTN		436002992	410	86	SH	X	
CRICKET LIMITED PARTNERSHIP		436003990	941	28	SH	X	
MCM TIMBER 3.021% INTEREST		438002990	243	1	SH	X	
MCM TIMBER 3.020% INTEREST		438003998	243	1	SH	X	
MCM TIMBER 1.510% INTEREST		438004996	1,598	2	SH	X	
MARIE P CARTER ENTERPRISES L		439004995	1,623	1	SH	X	
OAK GROVE LAND CO, L.P. 12.5		440000990	353	4	SH	X	
REED HOLDINGS PARTNERSHIP, L		441002995	1,104	71	SH	X	
MCM TIMBER 12% INTEREST		442000998	966	1	SH	X	
DCT OPERATING PARTNERSHIP		443004999	580	75,518	SH	X	
MCMILLON PROPERTIES L/P		445000995	2,183	96	SH	X	
INGRAM MICRO INC	CL A	457153104	213	14,018	SH	X	
INTEL CORP	COM	458140100	912	46,879	SH	X	
INTEL CORP	COM	458140100	62	3,200	SH		X
INTERNATIONAL BUSINESS MACHS	COM	459200101	836	6,769	SH	X	
INVESTMENT CO AMER	COM	461308108	966	41,203	SH	X	
ISHARES TR INDEX	RUSSELL 2000	464287655	402	6,577	SH	X	
JPMORGAN CHASE & CO	COM	46625H100	302	8,242	SH	X	
JPMORGAN CHASE & CO	COM	46625H100	72	1,956	SH		X
JANUS INVT FD	ORION FD CL T	471023648	160	17,287	SH	X	
JANUS INVT FD	OVERSEAS FD SHS	47103C449	211	5,148	SH	X	
JOHNSON & JOHNSON	COM	478160104	1,292	21,876	SH	X	
JOHNSON & JOHNSON	COM	478160104	337	5,700	SH		X
JUNIPER NETWORKS INC	COM	48203R104	629	27,569	SH	X	
K L S ENVIRO RES INC	COM	482530102	0	125,000	SH	X	
KELLOGG CO	COM	487836108	252	5,011	SH	X	
KIMBERLY CLARK CORP	COM	494368103	200	3,294	SH	X	
KIMBERLY CLARK CORP	COM	494368103	8	134	SH		X
KRAFT FOODS INC	CL A	50075N104	261	9,314	SH	X	
LENDER PROCESSING SVCS INC	COM	52602E102	229	7,316	SH	X	

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LONGLEAF PARTNERS FDS TR SH BEN INT 543069108 209 8,827 SH X

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	MKT VAL x 1000	Shares/ PRN Amt	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION		
							SOLE (A)	SHR (B)	OTH (C)
LORD ASSET MGMT TR	T WHITE INTL	543917108	167	11,912	SH		X		
MFS SER TR I	VALUE FD CL A	552983801	212	11,086	SH		X		
MANULIFE FINL CORP	COM	56501R106	274	18,800	SH		X		
MCDONALDS CORP	COM	580135101	485	7,364	SH		X		
MCDONALDS CORP	COM	580135101	8	118	SH				X
MERCK & CO INC	NEW COM	58933Y105	288	8,242	SH		X		
MICROSOFT CORP	COM	594918104	1,394	60,581	SH		X		
COLLABRX SER A PFD STOCK		601A4X997	634	446,227	SH				X
MONTGOMERY EXPLORATION		601A5Z991	295	1	SH		X		
MURPHY OIL CORP	COM	626717102	4,154	83,839	SH		X		
MURPHY OIL CORP	COM	626717102	371,775	7,503,034	SH				X
MUTUAL SER FD INC	SHS FD CL Z	628380107	310	16,903	SH				X
MUTUAL SER FD INC	BEACON FD Z	628380305	145	13,366	SH				X
MUTUAL SER FD INC	GBL DISCVR FD Z	628380404	30,427	1,168,470	SH		X		
MUTUAL SER FD INC	GBL DISCVR FD Z	628380404	135	5,193	SH				X
MYLAN INC	COM	628530107	173	10,144	SH		X		
NESTLE S A	SPONSORED ADR	641069406	253	5,222	SH		X		
NETAPP INC	COM	64110D104	426	11,416	SH		X		
NEW PERSPECTIVE FD INC	COM	648018109	584	25,124	SH		X		
NORFOLK SOUTHERN CORP	COM	655844108	320	6,038	SH		X		
ON SEMICONDUCTOR CORP	COM	682189105	136	21,252	SH		X		
O REILLY AUTOMOTIVE INC	COM	686091109	534	11,226	SH		X		
PDL BIOPHARMA INC	COM	69329Y104	169	30,000	SH				X
PACTIV CORP	COM	695257105	488	17,528	SH		X		
PEPSICO INC	COM	713448108	837	13,740	SH		X		
PEPSICO INC	COM	713448108	67	1,100	SH				X
PFIZER INC	COM	717081103	347	24,310	SH		X		
PFIZER INC	COM	717081103	20	1,420	SH				X
PHILIP MORRIS INTL INC	COM	718172109	766	16,717	SH		X		
PHILIP MORRIS INTL INC	COM	718172109	5	118	SH				X
POTASH CORP SASK INC	COM	73755L107	421	4,880	SH		X		
PRAXAIR INC	COM	74005P104	208	2,739	SH		X		
PRECISION CASTPARTS CORP	COM	740189105	269	2,617	SH		X		
PRICE T ROWE GROUP INC	COM	74144T108	682	15,370	SH		X		
PRICE T ROWE GROWTH STK FD I	COM	741479109	32,309	1,276,511	SH		X		
PRICE T ROWE GROWTH STK FD I	COM	741479109	248	9,800	SH				X
PRICE T ROWE RETIREMENT FDS	2040 FD ADVISR	74149P838	152	10,706	SH		X		
PROCTER & GAMBLE CO	COM	742718109	2,081	34,693	SH		X		
PROCTER & GAMBLE CO	COM	742718109	363	6,060	SH				X
RALCORP HLDGS INC	NEW COM	751028101	306	5,585	SH		X		
RAYTHEON CO	COMNEW	755111507	591	12,203	SH		X		
REGIONS FINANCIAL CORP	NEW COM	7591EP100	220	33,489	SH		X		
REGIONS FINANCIAL CORP	NEW COM	7591EP100	15	2,205	SH				X
ROWE T PRICE EQUITY INCOME F	SH BEN INT	779547108	26,281	1,339,498	SH		X		
ROWE T PRICE EQUITY INCOME F	SH BEN INT	779547108	127	6,448	SH				X

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ROWE T PRICE MID-CAP GROWTH	COM	779556109	42,070	890,562	SH				X	
ROWE T PRICE MID-CAP GROWTH	COM	779556109	211	4,473	SH					X
ROWE T PRICE MID CAP VALUE F	COM	77957Y106	256	12,930	SH				X	
ROYAL DUTCH SHELL PLC	SPON ADR B	780259107	122	2,523	SH				X	
ROYAL DUTCH SHELL PLC	SPON ADR B	780259107	81	1,687	SH					X
ROYAL DUTCH SHELL PLC	SPONS ADR A	780259206	75	1,500	SH				X	
ROYAL DUTCH SHELL PLC	SPONS ADR A	780259206	161	3,200	SH					X
ROYCE FD	PENN MUT INV	780905840	28,404	3,084,062	SH				X	
ROYCE FD	PENN MUT INV	780905840	137	14,926	SH					X
SEQUENOM INC	COM NEW	817337405	59	10,000	SH				X	
SHERWIN WILLIAMS CO	COM	824348106	224	3,235	SH				X	
SIMMONS 1ST NATL CORP	CL A \$1 PAR	828730200	277	10,566	SH				X	
SIRIUS XM RADIO INC	COM	82967N108	9	10,000	SH				X	
SOUTHERN CO	COM	842587107	3,733	112,172	SH				X	
SOUTHERN CO	COM	842587107	163	4,898	SH					X
SPRINT NEXTEL CORP	COM SER 1	852061100	212	50,000	SH					X
STAPLES INC	COM	855030102	373	19,563	SH				X	
STRYKER CORP	COM	863667101	809	16,166	SH				X	
SYMANTEC CORP	COM	871503108	465	33,473	SH				X	
TARGET CORP	COM	87612E106	737	14,985	SH				X	
TEXAS ROADHOUSE INC	COM	882681109	708	56,076	SH				X	
THERMO FISHER SCIENTIFIC INC	COM	883556102	207	4,224	SH				X	

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	MKT VAL x 1000	Shares/ PRN Amt	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION			
							SOLE (A)	SHR (B)	OTH (C)	
TRIMBLE NAVIGATION LTD	COM	896239100	333	11,910	SH				X	
TRUSTMARK CORP	COM	898402102	500	23,997	SH				X	
CABE TIMBER I LIMITED PARTNE		9020F6992	1,819	4	SH				X	
LONG TIMBER CO LTD 80% FAMIL		9020G7999	3,786	1	SH				X	
USA TRUCK INC	COM	902925106	268	16,613	SH				X	
UNION PAC CORP	COM	907818108	170	2,450	SH				X	
UNION PAC CORP	COM	907818108	306	4,400	SH					X
UNITED TECHNOLOGIES CORP	COM	913017109	211	3,251	SH				X	
V F CORP	COM	918204108	349	4,900	SH				X	
VANGUARD STAR FD	TOTAL INTL STK	921909602	366	28,867	SH				X	
VANGUARD WORLD FD	MEGA CAP INDEX	921910873	1,790	50,784	SH				X	
VANGUARD EXPLORER FD INC	COM	921926101	392	7,001	SH				X	
VANGUARD TAX-MANAGED FD	EUROPE PAC ETF	921943858	755	25,813	SH				X	
VANGUARD INDEX FDS	500 PORTFOLIO	922908108	222	2,335	SH				X	
VANGUARD INDEX FDS	500 PORTFOLIO	922908108	75	795	SH					X
VANGUARD INDEX FDS	VALUE PTFL	922908405	2,407	138,155	SH				X	
VANGUARD INDEX FDS	MID CAP ETF	922908629	1,216	20,720	SH				X	
VANGUARD INDEX FDS	SMALL CP ETF	922908751	818	14,444	SH				X	
VERIZON COMMUNICATIONS INC	COM	92343V104	355	12,663	SH				X	
VERIZON COMMUNICATIONS INC	COM	92343V104	29	1,038	SH					X
VISA INC	COM CL A	92826C839	311	4,402	SH				X	
WAL MART STORES INC	COM	931142103	1,236	25,710	SH				X	
WASHINGTON MUT INVS FD INC	COM	939330106	730	32,164	SH				X	
WESTERN UN CO	COM	959802109	212	14,210	SH				X	

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WISDOMTREE TRUST	DIV EX-FINL FD 97717W406	297	7,565 SH	X
YUM BRANDS INC	COM 988498101	1,061	27,168 SH	X
FINAL TOTALS		826,169	27,224,977	