TRUSTMARK CORP
Form 4
August 24, 2006

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
LENOIR JAMES S
(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)
08/23/2006

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 below) __X__ Other (specify 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 Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
common	08/23/2006		M		5,500	A	$ 22.7812	7,500	D	
common	08/23/2006		S		5,500	D	$ 31.96	2,000	D	
common	08/23/2006		M		7,500	A	$ 18.0621	9,500	D	
common	08/23/2006		S		7,500	D	$ 31.96	2,000	D	
common	08/23/2006		M		7,500	A	$ 21.682	9,500	D	
common	08/23/2006		S		7,500	D	$ 31.96	2,000	D	
common	08/23/2006		M		6,500	A	$ 25.4569	8,500	D	

common	08/23/2006		S		6,500	D	$ 31.96	2,000	D	
common	08/23/2006		M		4,875	A	$ 24.09	6,875	D	
common	08/23/2006		S		4,875	D	$ 31.96	2,000	D	
common	08/23/2006		M		3,750	A	$ 27.3	5,750	D	
common	08/23/2006		S		3,750	D	$ 31.96	2,000	D	
common	08/23/2006		M		2,500	A	$ 28.28	4,500	D	
common	08/23/2006		S		2,500	D	$ 31.96	2,000	D	

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. D Se (I
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Employee Stock Option (Right to Buy)	$ 22.7812	08/23/2006		M			5,500	(1)	05/11/2009	common	5,500	
Employee Stock Option (Right to Buy)	$ 18.0621	08/23/2006		M			7,500	(2)	05/09/2010	common	7,500	
Employee Stock Option (Right to Buy)	$ 21.682	08/23/2006		M			7,500	(3)	05/08/2011	common	7,500	
	$ 25.4569	08/23/2006		M			6,500	(4)	04/09/2012	common	6,500	

Employee Stock Option (Right to Buy)									
Employee Stock Option (Right to Buy)	$ 24.09	08/23/2006		M	4,875	(5)	04/15/2013	common	4,875
Employee Stock Option (Right to Buy)	$ 27.3	08/23/2006		M	3,750	(6)	04/20/2014	common	3,750
Employee Stock Option (Right to Buy)	$ 28.28	08/23/2006		M	2,500	(7)	05/10/2012	common	2,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LENOIR JAMES S P. O. BOX 291 JACKSON, MS 39205				Wholly Owned Subsidiary

Signatures

James S. Lenoir by: T. Harris Collier, III, POA	08/24/2006
**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 vested in four equal installments beginning May 11, 2000.

(2) The option vested in four equal installments beginning May 9, 2001.

(3) The option vested in four equal installments beginning May 8, 2002.

(4) The option vested in four equal installments begininng April 9, 2003.

(5) The option vested in four equal installments beginning April 15, 2004.

(6) The option vested in four equal installments bginning April 20, 2005.

(7) The option vested in five 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.