



Annual Report of Bank Holding Companies—FR Y-6

Report at the close of business as of the end of fiscal year

This Report is required by law: Section 5(c)(1)(A) of the Bank Holding Company Act (12 U.S.C. § 1844 (c)(1)(A)); Section 8(a) of the International Banking Act (12 U.S.C. § 3106(a)); Sections 11(a)(1), 25 and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); Section 211.13(c) of Regulation K (12 C.F.R. § 211.13(c)); and Section 225.5(b) of Regulation Y (12 C.F.R. § 225.5(b)). Return to the appropriate Federal Reserve Bank the original and the number of copies specified.

This report form is to be filed by all top-tier bank holding companies organized under U.S. law, and by any foreign banking organization that does not meet the requirements of and is not treated as a qualifying foreign banking organization under section 211.23 of Regulation K (12 C.F.R. § 211.23). The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to, an information collection unless it displays a currently valid OMB control number.

NOTE: The *Annual Report of Bank Holding Companies* must be signed by one director of the top-tier bank holding company. This individual should also be a senior official of the top-tier bank holding company. In the event that the top-tier bank holding company does not have an individual who is a senior official and is also a director, the chairman of the board must sign the report.

Date of Report (top-tier bank holding company's fiscal year-end):

December 31, 2011

Month / Day / Year

I, Kevin R. Kirkland

Reporter's Name, Street, and Mailing Address

BancSouth Corporation 1084061

Name of the Bank Holding Company Director and Official

Legal Title of Bank Holding Company

Director

P.O. Box 1967

Title of the Bank Holding Company Director and Official

(Mailing Address of the Bank Holding Company) Street / P.O. Box

attest that the *Annual Report of Bank Holding Companies* (including the supporting attachments) for this report date have been prepared in conformance with the instructions issued by the Federal Reserve System and are true and correct to the best of my knowledge and belief.

Dothan AL 36302-1967

City State Zip Code

3251 Ross Clark Circle NW; Dothan, Alabama 36303

Physical location (if different from mailing address)

With respect to information regarding individuals contained in this report, the Reporter certifies that it has the authority to provide this information to the Federal Reserve. The Reporter also certifies that it has the authority, on behalf of each individual, to consent or object to public release of information regarding that individual. The Federal Reserve may assume, in the absence of a request for confidential treatment submitted in accordance with the Board's "Rules Regarding Availability of Information," 12 C.F.R. Part 261, that the Reporter *and* individual consent to public release of all details in the report concerning that individual.

Person to whom questions about this report should be directed:

Kevin R. Kirkland President/Director

Name Title

334-340-2102

Area Code / Phone Number / Extension

334-792-2565

Area Code / FAX Number

kkirkland@banksouth.net

E-mail Address

Signature of Bank Holding Company Director and Official

Address (URL) for the Bank Holding Company's web page

03/27/2012

Date of Signature

For bank holding companies **not** registered with the SEC—

Indicate status of Annual Report to Shareholders:

- is included with the FR Y-6 report
- will be sent under separate cover
- is not prepared

For Federal Reserve Bank Use Only

RSSD ID 1084061
C.I. _____

Does the reporter request confidential treatment for any portion of this submission?

Yes Please identify the report items to which this request applies:

- In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.
- The information for which confidential treatment is sought is being submitted separately labeled "Confidential."

No

For Use By Tiered Bank Holding Companies

Top-tiered bank holding companies must list the names, mailing address, and physical locations of each of their subsidiary bank holding companies below.

| | |
|--|--|
| Legal Title of Subsidiary Bank Holding Company | Legal Title of Subsidiary Bank Holding Company |
| (Mailing Address of the Subsidiary Bank Holding Company) Street / P.O. Box | (Mailing Address of the Subsidiary Bank Holding Company) Street / P.O. Box |
| City State Zip Code | City State Zip Code |
| Physical location (if different from mailing address) | Physical location (if different from mailing address) |
| Legal Title of Subsidiary Bank Holding Company | Legal Title of Subsidiary Bank Holding Company |
| (Mailing Address of the Subsidiary Bank Holding Company) Street / P.O. Box | (Mailing Address of the Subsidiary Bank Holding Company) Street / P.O. Box |
| City State Zip Code | City State Zip Code |
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| City State Zip Code | City State Zip Code |
| Physical location (if different from mailing address) | Physical location (if different from mailing address) |

Domestic Bank Holding Company
Annual Report FRY-6

To the

Board of Governors of the Federal Reserve System
Federal Reserve Bank of Atlanta
Attn: Financial Statistical & Structure Analysis Department
2301 Defoor Hills Road
Atlanta, Ga 30318

Submitted by

BancSouth Corporation
3251 Ross Clark Circle NW
Dothan, Al 36302

December 31, 2011

BancSouth Corporation
December 31, 2011

Report Item 1: Annual Report to Shareholders

None, the bank holding company does not prepare annual reports.

Report Item 2a: Organizational Chart

BancSouth Corporation
(Bank Holding Company)
(PARENT)
Dothan, Al - Houston County

BankSouth
(100% Owned Domestic Subsidiary)
Dothan, Al - Houston County
Cottonwood, Al - Houston County
Abbeville, Al - Henry County

Report Item 2b: Domestic Branch Listing

See Attached FR Y-6 Depository Institution Branch Data Verification Report.

BancSouth Corporation
December 31, 2011

Report Item 3(1): Shareholders

| | (a) | (b) | (c) | |
|----|--|-------------|---------------|----------------|
| | Name & Address | Citizenship | Shares | % |
| 1. | Noel M Dowling Family Trust f/b/o N. Mitchell Dowling, Jr. N. Mitchell Dowling, Jr. and Shirley D. McCrary, Co-Trustees N. Mitchell Dowling, Jr., Voting Rights Agreement (06/12/02) Dothan, Alabama | USA | 9,380 | 27.93% |
| 2. | Noel M Dowling Family Trust f/b/o Shirley D. McCrary N. Mitchell Dowling, Jr. and Shirley D. McCrary, Co-Trustees N. Mitchell Dowling, Jr., Voting Rights Agreement (06/12/02) Dothan, Alabama | USA | 9,380 | 27.93% |
| 3. | N. Mitchell Dowling, Jr. Dothan, Alabama | USA | 8,690 | 25.87% |
| 4. | George Laurence McCrary, III Mooreville, Alabama | USA | 2,700 | 8.04% |
| 5. | Margaret Ann McCrary Crumlish Mooreville, Alabama | USA | 1,700 | 5.06% |
| 6. | 14 other shareholders owning 5% or less each | USA | <u>1,740</u> | <u>5.17%</u> |
| | Total | | <u>33,590</u> | <u>100.00%</u> |

BancSouth Corporation
December 31, 2011

Report Item 3(2): Shareholders

None, all shareholders that owned or controlled five percent or more of any class of voting securities in the bank holding company during the fiscal year covered in this report were listed in report item 3(1).

Report Item 4: Insiders

- A.
1. N. Mitchell Dowling, Jr.
Dothan, Alabama, USA
 2. Banker
 3. (a) Chairman, President and Director - BancSouth Corporation
(b) Chief Executive Officer and Director - BankSouth
(c) None
 4. (a) 27,450 shares (81.17%)
(b) None
(c) None
- B.
1. Terry N. Harris
Dothan, Alabama, USA
 2. Banker
 3. (a) Director - BancSouth Corporation
(b) Chairman and Director - BankSouth
(c) None
 4. (a) 20 shares (0.06%)
(b) None
(c) None

BancSouth Corporation
December 31, 2011

Report Item 4: Insiders

- C.
1. Kevin R. Kirkland
 Dothan, Alabama, USA

 2. Banker

 3. (a) Secretary/Treasurer, Director - BancSouth Corporation
 (b) Executive Vice President, Chief Financial Officer, Director - BankSouth
 (c) None

 4. (a) 20 shares (0.06%)
 (b) None
 (c) None
- D.
1. Henry W. Ivey, III
 Dothan, Alabama, USA

 2. Banker

 3. (a) Director - BancSouth Corporation
 (b) President and Director - BankSouth
 (c) None

 4. (a) 20 shares (.06%)
 (b) None
 (c) None

BancSouth Corporation
December 31, 2011

Report Item 4: Insiders

- E. 1. Gary D. Kirkland
 Dothan, Alabama, USA
2. Banker
3. (a) Director - BancSouth Corporation
 (b) Executive Vice President and Director - BankSouth
 (c) None
4. (a) 20 shares (.06%)
 (b) None
 (c) None

- G. 1. George Laurence McCrary, III
 Mooresville, Alabama, USA
2. Financial Analyst
3. (a) Director - BancSouth Corporation
 (b) Financial Analyst - BankSouth
 (c) None
4. (a) 2,700 shares (8.03%)
 (b) None
 (c) None

Results: A list of branches for your depository institution: BANKSOUTH (ID_RSSD: 194936).
 This depository institution is held by BANKSOUTH CORPORATION (1084061) of DOTHAN, AL.
 The data are as of 12/31/2011. Data reflects information that was received and processed through 01/05/2012.

Reconciliation and Verification Steps

1. In the **Data Action** column of each branch row, enter one or more of the actions specified below.
2. If required, enter the date in the **Effective Date** column.

Actions

OK: If the branch information is correct, enter 'OK' in the **Data Action** column.
 Change: If the branch information is incorrect or incomplete, revise the data, enter 'Change' in the **Data Action** column and the date when this information first became valid in the **Effective Date** column.
 Close: If a branch listed was sold or closed, enter 'Close' in the **Data Action** column and the sale or closure date in the **Effective Date** column.
 Delete: If a branch listed was never owned by this depository institution, enter 'Delete' in the **Data Action** column.
 Add: If a reportable branch is missing, insert a row, add the branch data, and enter 'Add' in the **Data Action** column and the opening or acquisition date in the **Effective Date** column.

If printing this list, you may need to adjust your page setup in MS Excel. Try using landscape orientation, page scaling, and/or legal sized paper.

Submission Procedure

When you are finished, send a saved copy to your FRB contact. See the detailed instructions on this site for more information.
 If you are e-mailing this to your FRB contact, put your institution name, city and state in the subject line of the e-mail.

Note:
 To satisfy the FR Y-10 reporting requirements, you must also submit FR Y-10 Domestic Branch Schedules for each branch with a **Data Action** of Change, Close, Delete, or Add.
 The FR Y-10 report may be submitted in a hardcopy format or via the FR Y-10 Online application - <https://y10online.federalreserve.gov>.

* FDIC UNINUM, Office Number, and ID_RSSD columns are for reference only. Verification of these values is not required.

| Data Action | Effective Date | Branch Service Type | Branch ID_RSSD* | Popular Name | Street Address | City | State | Zip Code | County | Country | FDIC UNINUM* | Office Number* | Head Office | Head Office ID_RSSD* | Comments |
|-------------|----------------|----------------------------|-----------------|-------------------|------------------------|------------|-------|----------|---------|---------------|--------------|----------------|-------------|----------------------|----------|
| | | Full Service (Head Office) | 194936 | BANKSOUTH | 3251 ROSS CLARK CIRCLE | DOTHAN | AL | 36302 | HOUSTON | UNITED STATES | 57 | 0 | BANKSOUTH | 194936 | |
| | | Full Service | 859637 | ABBEVILLE BRANCH | 17 NORTH COURT SQUARE | ABBEVILLE | AL | 36310 | HENRY | UNITED STATES | 18 | 2 | BANKSOUTH | 194936 | |
| close | 12/30/2011 | Full Service | 1191978 | COTTONWOOD BRANCH | 204 MAIN STREET | COTTONWOOD | AL | 36320 | HOUSTON | UNITED STATES | 180980 | 1 | BANKSOUTH | 194936 | |

