

Annual Report of 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)) and section 10(c)(2)(H) of the Home Owners' Loan Act. 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 and top-tier savings and loan 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). (See page one of the general instructions for more detail of who must file.) 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 Holding Companies* must be signed by one director of the top-tier holding company. This individual should also be a senior official of the top-tier holding company. In the event that the top-tier 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 holding company's fiscal year-end):
December 31, 2014
Month / Day / Year

I, C R Cloutier
Name of the Holding Company Director and Official
President and CEO
Title of the Holding Company Director and Official

Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)
N/A

Reporter's Name, Street, and Mailing Address
MidSouth Bancorp, Inc.
Legal Title of Holding Company
102 Versailles Blvd./P O Box 3745
(Mailing Address of the Holding Company) Street / P.O. Box

attest that the *Annual Report of Holding Companies* (including the supporting attachments) for this report date has 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.

Lafayette, LA 70501
City State Zip Code

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.

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:
Susan Haydel Banking Officer
Name Title

[Signature]
Signature of Holding Company Director and Official
March 24, 2015
Date of Signature

337-593-3146
Area Code / Phone Number / Extension

337-593-3278
Area Code / FAX Number

susan.haydel@midsouthbank.com
E-mail Address

midsouthbank.com
Address (URL) for the Holding Company's web page

For 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

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 Federal Reserve Bank Use Only
RSSD ID 1026054
C.I. _____

FORM FR Y-6

MIDSOUTH BANCORP, INC.
LAFAYETTE, LA
FISCAL YEAR ENDING DECEMBER 31, 2014

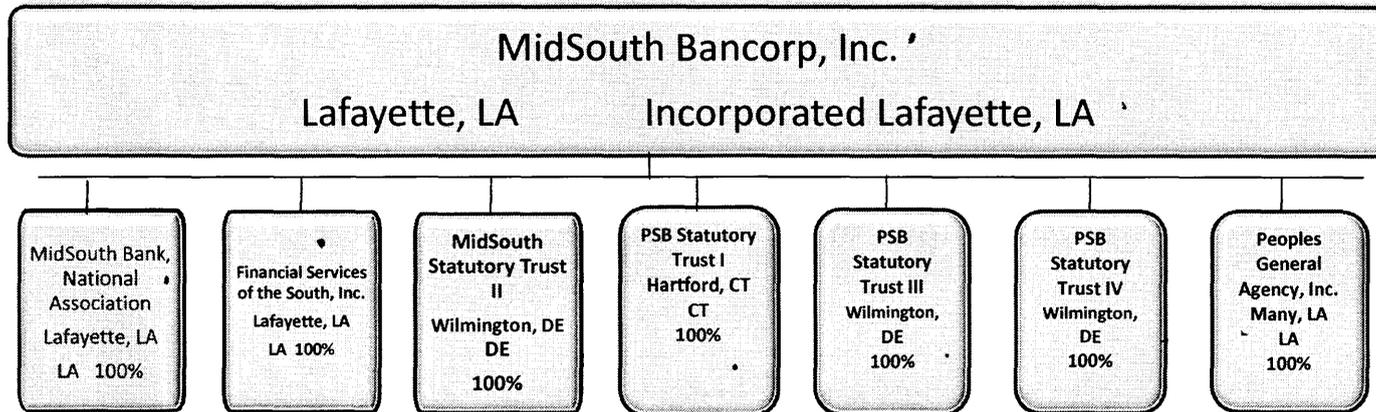
Report Item

1 THE BHC does prepare an annual report for its shareholders.
Two copies of the annual report will be mailed upon receipt.

2a Organizational Chart

2b Domestic Branch Listing

ORGANIZATIONAL CHART



1. On November 8, 1984, MidSouth Bancorp, Inc. acquired 350,000 shares of MidSouth Bank, N.A. stock valued at \$3,500,000 and became the sole owner (100%) of MidSouth Bank, N.A. On October 1, 2004, MidSouth Bancorp, Inc. paid \$10.8 million in cash and issued 461,329 (369,063 pre split) shares of its stock valued at \$11.4 million to acquire Lamar Bancshares, Inc. (100% ownership) Named changed 12/01/06 from Lamar Bank to MidSouth Bank. MidSouth Bank in Texas merged with MidSouth Bank, N.A. on March 21, 2008.
2. MidSouth Bancorp, Inc. owns 100% of Financial Services of the South, Inc.
3. MidSouth Bancorp, Inc. acquired 8,000 Capital Securities from MidSouth Statutory Trust II on September 20, 2004. 100% ownership.
4. Lafayette Liquidators, Inc. 100% owned by MidSouth Bancorp, Inc. is a non active subsidiary.
5. At the close of business on 12/28/12, MidSouth Bancorp, Inc. acquired PSB Financial Corporation and all subsidiaries. 100% ownership.

** Chart indicates State of Incorporation and percent of ownership.

2a.

Results: A list of branches for your depository institution: MIDSOUTH BANK, N.A. (ID_RSSD: 223331).
 This depository institution is held by MIDSOUTH BANCORP, INC. (1086654) of LAFAYETTE, LA.
 The data are as of 12/31/2014. Data reflects information that was received and processed through 01/07/2015.

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 |
|-------------|----------------|----------------------------|-----------------|----------------------------------|--|---------------|-------|----------|------------------|---------------|--------------|----------------|---------------------|----------------------|----------|
| OK | | Full Service (Head Office) | 223331 | MIDSOUTH BANK, N.A. | 102 VERSAILLES | LAFAYETTE | LA | 70501 | LAFAYETTE | UNITED STATES | 32127 | 0 | MIDSOUTH BANK, N.A. | 223331 | |
| OK | | Full Service | 4158244 | ALEX SOUTH BRANCH | 3412 MACLEE DRIVE | ALEXANDRIA | LA | 71302 | RAPIDES | UNITED STATES | 510559 | 64 | MIDSOUTH BANK, N.A. | 223331 | |
| OK | | Full Service | 3307803 | WIMBLEDON BRANCH | 1423 WIMBLEDON DRIVE | ALEXANDRIA | LA | 71301 | RAPIDES | UNITED STATES | 423247 | 61 | MIDSOUTH BANK, N.A. | 223331 | |
| OK | | Full Service | 4469922 | JONES CREEK BOULEVARD BRANCH | 6031 JONES CREEK | BATON ROUGE | LA | 70816 | EAST BATON ROUGE | UNITED STATES | 541489 | 65 | MIDSOUTH BANK, N.A. | 223331 | |
| OK | | Full Service | 4446473 | SHERWOOD FOREST BOULEVARD BRANCH | 2927 SHERWOOD FOREST BOULEVARD | BATON ROUGE | LA | 70816 | EAST BATON ROUGE | UNITED STATES | 541490 | 66 | MIDSOUTH BANK, N.A. | 223331 | |
| OK | | Full Service | 3730661 | SIEGEN LANE BRANCH | 6677 SIEGEN LANE | BATON ROUGE | LA | 70809 | EAST BATON ROUGE | UNITED STATES | 479314 | 36 | MIDSOUTH BANK, N.A. | 223331 | |
| OK | | Full Service | 3782839 | TOWNE CENTER BRANCH | 6919 CORPORATE BOULEVARD | BATON ROUGE | LA | 70809 | EAST BATON ROUGE | UNITED STATES | 479315 | 37 | MIDSOUTH BANK, N.A. | 223331 | |
| OK | | Full Service | 842031 | MILLS AVENUE BRANCH | 485 EAST MILLS AVENUE | BREAUX BRIDGE | LA | 70517 | ST MARTIN | UNITED STATES | 17134 | 45 | MIDSOUTH BANK, N.A. | 223331 | |
| OK | | Full Service | 4446361 | CARENCRO BRANCH | 800 VETERANS DRIVE | CARENCRO | LA | 70520 | LAFAYETTE | UNITED STATES | 541492 | 68 | MIDSOUTH BANK, N.A. | 223331 | |
| OK | | Full Service | 467939 | CECILIA BRANCH | 1003 EUGUENE CALAIS RD | CECILIA | LA | 70521 | ST MARTIN | UNITED STATES | 245410 | 3 | MIDSOUTH BANK, N.A. | 223331 | |
| OK | | Full Service | 3730689 | CUT OFF BRANCH | 13924 W. MAIN STREET | CUT OFF | LA | 70345 | LAFOURCHE | UNITED STATES | 479313 | 35 | MIDSOUTH BANK, N.A. | 223331 | |
| OK | | Full Service | 1432952 | GREENWOOD BRANCH | 8360 WEST 70TH STREET | GREENWOOD | LA | 71033 | CADDO | UNITED STATES | 16206 | 54 | MIDSOUTH BANK, N.A. | 223331 | |
| OK | | Full Service | 3412453 | HOUMA BRANCH | 1214 ST. CHARLES AVENUE | HOUMA | LA | 70360 | TERREBONNE | UNITED STATES | 448943 | 26 | MIDSOUTH BANK, N.A. | 223331 | |
| OK | | Full Service | 3999824 | HOUMA PROSPECT BRANCH | 1963 PROSPECT | HOUMA | LA | 70363 | TERREBONNE | UNITED STATES | 510614 | 39 | MIDSOUTH BANK, N.A. | 223331 | |
| OK | | Full Service | 621535 | JEANERETTE BRANCH | 1527 MAIN STREET | JEANERETTE | LA | 70544 | IBERIA | UNITED STATES | 13502 | 12 | MIDSOUTH BANK, N.A. | 223331 | |
| OK | | Full Service | 1368976 | JENNINGS BRANCH | 1110 NORTH MAIN STREET | JENNINGS | LA | 70546 | JEFFERSON DAVIS | UNITED STATES | 258361 | 6 | MIDSOUTH BANK, N.A. | 223331 | |
| OK | | Full Service | 1429130 | AMBASSADOR CAFFERY BRANCH | 3730 AMBASSADOR CAFFERY PARKWAY | LAFAYETTE | LA | 70503 | LAFAYETTE | UNITED STATES | 16489 | 7 | MIDSOUTH BANK, N.A. | 223331 | |
| OK | | Full Service | 2842736 | DULLES BRANCH | 2218 AMBASSADOR CAFFERY | LAFAYETTE | LA | 70506 | LAFAYETTE | UNITED STATES | 258369 | 19 | MIDSOUTH BANK, N.A. | 223331 | |
| OK | | Full Service | 3438266 | JOHNSTON STREET BRANCH | 3601 JOHNSTON STREET | LAFAYETTE | LA | 70503 | LAFAYETTE | UNITED STATES | 453321 | 27 | MIDSOUTH BANK, N.A. | 223331 | |
| OK | | Full Service | 778037 | MOSS STREET BRANCH | 2805 MOSS STREET | LAFAYETTE | LA | 70501 | LAFAYETTE | UNITED STATES | 256427 | 9 | MIDSOUTH BANK, N.A. | 223331 | |
| OK | | Full Service | 212634 | OIL CENTER BRANCH | 320 HEYMANN BOULEVARD | LAFAYETTE | LA | 70503 | LAFAYETTE | UNITED STATES | 256426 | 8 | MIDSOUTH BANK, N.A. | 223331 | |
| OK | | Full Service | 1387182 | PINHOOK BRANCH | 2014 PINHOOK ROAD | LAFAYETTE | LA | 70508 | LAFAYETTE | UNITED STATES | 258360 | 5 | MIDSOUTH BANK, N.A. | 223331 | |
| OK | | Full Service | 3388697 | RIVER RANCH BRANCH | 1200 CAMELIA BOULEVARD, SUITE 104 | LAFAYETTE | LA | 70508 | LAFAYETTE | UNITED STATES | 448874 | 25 | MIDSOUTH BANK, N.A. | 223331 | |
| OK | | Full Service | 2473961 | SUPER 1-AMBASSADOR CAFFERY | 3747 AMBASSADOR CAFFERY | LAFAYETTE | LA | 70503 | LAFAYETTE | UNITED STATES | 258365 | 15 | MIDSOUTH BANK, N.A. | 223331 | |
| OK | | Full Service | 2705868 | LAKE CHARLES BRANCH | 4251 NELSON ROAD | LAKE CHARLES | LA | 70605 | CALCASIEU | UNITED STATES | 258367 | 17 | MIDSOUTH BANK, N.A. | 223331 | |
| OK | | Full Service | 3730700 | LAKE SHORE BRANCH | 831 LAKE SHORE DRIVE | LAKE CHARLES | LA | 70601 | CALCASIEU | UNITED STATES | 470083 | 28 | MIDSOUTH BANK, N.A. | 223331 | |
| OK | | Full Service | 1433267 | MANSFIELD BRANCH | 1017 WASHINGTON AVENUE US HIGHWAY 84 WES | MANSFIELD | LA | 71052 | DE SOTO | UNITED STATES | 5975 | 53 | MIDSOUTH BANK, N.A. | 223331 | |
| OK | | Full Service | 939753 | MANY BRANCH | 880 SAN ANTONIO AVENUE | MANY | LA | 71449 | SABINE | UNITED STATES | Not Required | Not Required | MIDSOUTH BANK, N.A. | 223331 | |

| | | | | | | | | | | | | | | |
|----|--------------|---------|--|-------------------------------------|-------------------|----|-----------|-------------|---------------|--------------|--------------|----|---------------------|--------|
| OK | Full Service | 740351 | TOLEDO BEND BRANCH | 12054 TEXAS HWY | MANY | LA | 71449 | SABINE | UNITED STATES | 219000 | | 52 | MIDSOUTH BANK, N.A. | 223331 |
| OK | Full Service | 2569985 | MORGAN CITY BRANCH | 1015 BRASHEAR | MORGAN CITY | LA | 70380 | ST MARY | UNITED STATES | 258366 | | 16 | MIDSOUTH BANK, N.A. | 223331 |
| OK | Full Service | 3920266 | NATCHITOCHE NORTH BRANCH | 100 HWY 3175 | NATCHITOCHE | LA | 71457 | NATCHITOCHE | UNITED STATES | 493049 | | 63 | MIDSOUTH BANK, N.A. | 223331 |
| OK | Full Service | 195054 | ROYAL STREET BRANCH | 315 ROYAL STREET | NATCHITOCHE | LA | 71457 | NATCHITOCHE | UNITED STATES | 16475 | | 57 | MIDSOUTH BANK, N.A. | 223331 |
| OK | Full Service | 749251 | SIBLEY LAKE BRANCH | 4115 HIGHWAY 6 | NATCHITOCHE | LA | 71457 | NATCHITOCHE | UNITED STATES | 363423 | | 60 | MIDSOUTH BANK, N.A. | 223331 |
| OK | Full Service | 2925460 | ADMIRAL DOYLE BRANCH | 631 EAST ADMIRAL DOYLE BOULEVARD | NEW IBERIA | LA | 70560 | IBERIA | UNITED STATES | 340841 | | 21 | MIDSOUTH BANK, N.A. | 223331 |
| OK | Full Service | 501338 | NEW IBERIA BRANCH | 2309 OLD JEANERETTE ROAD | NEW IBERIA | LA | 70563 | IBERIA | UNITED STATES | 249276 | | 13 | MIDSOUTH BANK, N.A. | 223331 |
| OK | Full Service | 3730719 | SUPER 1-NEW IBERIA | 939 S. LEWIS STREET | NEW IBERIA | LA | 70560 | IBERIA | UNITED STATES | 258364 | | 14 | MIDSOUTH BANK, N.A. | 223331 |
| OK | Full Service | 2297260 | OPELOUSAS BRANCH | 930 SOUTH UNION STREET | OPELOUSAS | LA | 70570 | ST LANDRY | UNITED STATES | 258363 | | 11 | MIDSOUTH BANK, N.A. | 223331 |
| OK | Full Service | 3539967 | ROBELINE BRANCH | 8994 TEXAS STREET | ROBELINE | LA | 71469 | NATCHITOCHE | UNITED STATES | 334334 | | 59 | MIDSOUTH BANK, N.A. | 223331 |
| OK | Full Service | 716936 | WEST PORT STREET BRANCH | 200 WEST PORT STREET | SAINT MARTINVILLE | LA | 70582 | ST MARTIN | UNITED STATES | 17011 | | 46 | MIDSOUTH BANK, N.A. | 223331 |
| OK | Full Service | 2877112 | SULPHUR BRANCH | 1500 NORTH BEGLIS PARKWAY | SULPHUR | LA | 70663 | CALCASIEU | UNITED STATES | 258370 | | 20 | MIDSOUTH BANK, N.A. | 223331 |
| OK | Full Service | 3103658 | THIBODAUX BRANCH | 205 NORTH CANAL BOULEVARD | THIBODAUX | LA | 70301 | LAFOURCHE | UNITED STATES | 364833 | | 22 | MIDSOUTH BANK, N.A. | 223331 |
| OK | Full Service | 941550 | ZWOLLE BRANCH | 2144 OBRIE STREET | ZWOLLE | LA | 71486 | SABINE | UNITED STATES | 218998 | | 50 | MIDSOUTH BANK, N.A. | 223331 |
| OK | Full Service | 2011363 | AVENUE A BRANCH | 3200 AVENUE A | BEAUMONT | TX | 77705-201 | JEFFERSON | UNITED STATES | 243795 | | 30 | MIDSOUTH BANK, N.A. | 223331 |
| OK | Full Service | 286952 | DOWLEN BRANCH | 555 N DOWLEN RD | BEAUMONT | TX | 77706 | JEFFERSON | UNITED STATES | 11984 | | 29 | MIDSOUTH BANK, N.A. | 223331 |
| OK | Full Service | 3649398 | COLLEGE STATION BRANCH | 1912 TEXAS AVENUE SOUTH | COLLEGE STATION | TX | 77840 | BRAZOS | UNITED STATES | 365304 | | 33 | MIDSOUTH BANK, N.A. | 223331 |
| OK | Full Service | 3586448 | CONROE BRANCH | 2101 NORTH LOOP 336 WEST | CONROE | TX | 77304 | MONTGOMERY | UNITED STATES | 451137 | | 34 | MIDSOUTH BANK, N.A. | 223331 |
| OK | Full Service | 2480790 | PRESTON ROAD BRANCH | 18333 PRESTON ROAD, SUITE 100 | DALLAS | TX | 75252 | COLLIN | UNITED STATES | 56854 | | 40 | MIDSOUTH BANK, N.A. | 223331 |
| OK | Full Service | 3798018 | WHITE ROCK LAKE BRANCH | 9069 GARLAND ROAD | DALLAS | TX | 75218 | DALLAS | UNITED STATES | 476971 | | 44 | MIDSOUTH BANK, N.A. | 223331 |
| OK | Full Service | 3712658 | FORT WORTH BRANCH | 100 EAST 15TH STREET, SUITE 120 | FORT WORTH | TX | 76102 | TARRANT | UNITED STATES | 472059 | | 43 | MIDSOUTH BANK, N.A. | 223331 |
| OK | Full Service | 4600828 | GREENVILLE BRANCH | 3300 JOE RAMSEY BLVD | GREENVILLE | TX | 75401 | HUNT | UNITED STATES | Not Required | Not Required | | MIDSOUTH BANK, N.A. | 223331 |
| OK | Full Service | 4414379 | DAIRY ASHFORD BRANCH | 1035 SOUTH DAIRY ASHFORD, SUITE 100 | HOUSTON | TX | 77079 | HARRIS | UNITED STATES | Not Required | Not Required | | MIDSOUTH BANK, N.A. | 223331 |
| OK | Full Service | 4469913 | VETERANS MEMORIAL PARKWAY HOUSTON BRANCH | 11417 VETERANS MEMORIAL PARKWAY | HOUSTON | TX | 77067 | HARRIS | UNITED STATES | 541491 | | 67 | MIDSOUTH BANK, N.A. | 223331 |
| OK | Full Service | 4521446 | MAGNOLIA BRANCH | 6311-A FM 1488 | MAGNOLIA | TX | 77354 | MONTGOMERY | UNITED STATES | 541493 | | 69 | MIDSOUTH BANK, N.A. | 223331 |
| OK | Full Service | 3338580 | MESQUITE BRANCH | 2828 NORTH GALLOWAY AVENUE | MESQUITE | TX | 75150-486 | DALLAS | UNITED STATES | 437124 | | 41 | MIDSOUTH BANK, N.A. | 223331 |
| OK | Full Service | 4565833 | ROCKWALL INTERSTATE 30 BRANCH | 1102 EAST INTERSTATE 30 | ROCKWALL | TX | 75087 | ROCKWALL | UNITED STATES | Not Required | Not Required | | MIDSOUTH BANK, N.A. | 223331 |
| OK | Full Service | 3684997 | TEXARKANA RICHMOND ROAD BRANCH | 5600 RICHMOND ROAD | TEXARKANA | TX | 75503 | BOWIE | UNITED STATES | Not Required | Not Required | | MIDSOUTH BANK, N.A. | 223331 |
| OK | Full Service | 4170620 | TYLER BRANCH | 1330 OLD OMEN ROAD | TYLER | TX | 75701 | SMITH | UNITED STATES | 290910 | | 48 | MIDSOUTH BANK, N.A. | 223331 |
| OK | Full Service | 2014029 | VIDOR BRANCH | 1384 N MAIN STREET | VIDOR | TX | 77662 | ORANGE | UNITED STATES | 266160 | | 31 | MIDSOUTH BANK, N.A. | 223331 |

FORM FRY-6
MIDSOUTH BANCORP, INC.
FISCAL YEAR ENDING DECEMBER 31, 2014

Report Item 3: Shareholders

(1)(a) (1)(b) (1)(c) (2)(a) (2)(b) (2)(c)

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of 12-31-14

Shareholders not listed in (3)(1)(a) through (3)(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12-31-14

| (1)(a) Name & Address (City, State, Country) | (1)(b) Country of Citizenship or Incorporation | (1)(c) Number and Percentage of Each Class of Voting Securities | (2)(a) Name & Address (City, State, Country) | (2)(b) Country of Citizenship or Incorporation | (2)(c) Number and Percentage of Each Class of Voting Securities |
|---|--|---|--|--|--|
| Leonard Q Abington Many, LA | USA | 811,876 - 7.15% Common Stock (Includes 3,452 shares of common stock into which the 19,179 shares of Series C Preferred Stock that he shares voting and investment power may be converted into. Includes 324,587 shares of Series C Preferred Stock that are beneficially owned by Mr Abington may be converted into.) | Sy Jacobs/Jacobs Asset Management, LLC New York, NY | USA | 571,123 - 5.07% Common Stock |
| Warrants to purchase shares of common stock | | 104,384 | | | |
| MidSouth Bancorp, Inc. Employee Stock Ownership Plan Lafayette, LA | USA | 570,740.5 - 5.03% Common Stock | | | |
| <p>Voting rights of the shares allocated to ESOP participants' accounts are passed through to them. The Trustees have investment power with respect to the ESOP's assets, but must exercise it in accordance with an investment policy established by the Administrative Committee. The Trustees are Irving Boudreaux, a Regional President, and Susan Benoit and Stephanie Burge, Bank Officers. The Administrative Committee consists of three Bank Officers Brenda Thibeaux, Monique Bradberry and Susan Haydel, Senior Accounting Supervisor.</p> | | | | | |

MIDSOUTH BANCORP, INC.
FISCAL YEAR ENDING DECEMBER 31, 2014

Report Item 4: Directors and Officers

(1) (2) (3) (a) (b) (c) and (4) (a) (b) (c)

| (1) Names & Address (City, State, Country) | (2) Principal Occupation if other than with Bank Holding Co | (3)(a) Title & Position with Bank Holding Company | (3)(b) Title & Position with Subsidiaries (include names of subsidiaries) | (3)(c) Title & Position with Other Businesses (include names of other businesses) | (4)(a) Percentage of Voting Shares in Bank Holding Co | (4)(b) Percentage of Voting Shares in Subsidiaries (Include names of subsidiaries) | (4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held) |
|--|--|--|--|--|--|---|---|
| Clive R Cloutier Lafayette, LA USA | Banker MidSouth Bank, N A | President and CEO Director | Pres., CEO, Director MidSouth Bank, N A Director - Financial Services of the South, Inc | N/A | 3.57% | N/A | N/A |
| Leonard O Abington Many, LA USA | Entrepreneur | Director | Director MidSouth Bank, N A | Member A&C Holdings, LLC Pete Abington Farms LLC JACC Properties LLC P&E Properties LLC Sabine Ventures LLC 171 Ventures LLC Highway 1217 LLC Camino LLC Partner Abington - Wright El Camino Real Cum Laude Cane Garden | 4.13% <u>3.02%</u> 7.15% | N/A (Series C Pref Stock that may be converted into common shares) | A&C Holdings, LLC - 50% Pete Abington Farms, LLC - 100% JACC Properties LLC - 25% P&E Properties LLC - 50% Sabine Ventures LLC - 100% 171 Ventures LLC - 100% Highway 1217 LLC - 100% Camino LLC - 100% Abington - Wright - 66.67% El Camino Real - 25% Cum Laude - 90% |
| Will Charbonnet Lafayette, LA USA | Controller Philadelphia Fresh Foods, LLC | Director/Chairman of the Board | Director/Chairman MidSouth Bank, N A Director - Financial Services of the South, Inc | None | 1.58% | N/A | NA |
| C Paul Hilliard Lafayette, LA USA | Independent Oil and Gas Producer | Director | Director MidSouth Bank, N A | Pres - Badger Oil Corp Pres - Convexx Oil & Gas Pres - Warlord Oil Corp Manager - Uniquard, LLC Badger Energy, LLC Lafayette, LA | 1.53% | N/A | Badger Oil Corp - 90% Convexx Oil & Gas - 60% Warlord Oil Corp - 25% Uniquard, LLC - 100% Badger Energy, LLC - 60% |
| Milton B Kidd, III Franklin, LA USA | Optometrist | Director | Director MidSouth Bank, N A | Partner - Kidd & Associates LLC Kidd Tree Farm LLC Kidd Taiglich LLC Kidd Properties LLC | 2.20% | N/A | Kidd & Associates LLC - 50% Kidd Tree Farm LLC - 100% Kidd Taiglich LLC - 50% Kidd Properties LLC - 50% |
| William M Simmons Avery Island, LA USA | Investor retired | Director | Director MidSouth Bank, N A | N/A | 2.07% | N/A | N/A |

MIDSOUTH BANCORP, INC.
FISCAL YEAR ENDING DECEMBER 31, 2014

Report Item 4: Directors and Officers

(1) (2) (3) (a) (b) (c) and (4) (a) (b) (c)

| (1) Names & Address (City, State, Country) | (2) Principal Occupation if other than with Bank Holding Co | (3)(a) Title & Position with Bank Holding Company | (3)(b) Title & Position with Subsidiaries (include names of subsidiaries) | (3)(c) Title & Position with Other Businesses (include names of other businesses) | (4)(a) Percentage of Voting Shares in Bank Holding Co | (4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries) | (4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held) |
|--|--|--|--|---|--|---|--|
| James R Davis, Jr Baton Rouge, LA USA | President Quigley & Company, LLC | Chairman of Audit Committee Director | Chairman of Audit Committee Director MidSouth Bank, N.A. | Quigley & Company, LLC member Sabaka 8, LLC member | 0.72% | N/A | Quigley & Company, LLC - 100% Sabaka 8, LLC - 100% |
| Joseph V Tortorice, Jr Beaumont, TX USA | CEO Deli Management, Inc. | Director | Director MidSouth Bank, N.A. | CEO -Deli Management, Inc. | 1.11% | N/A | Deli Management, Inc. - 100% ownership |
| Timothy J Lemoine Lafayette, LA USA | Independent Construction Consultant | Director | Director MidSouth Bank, N.A. | President - T L Interests, LLC President - T Lemoine Partners, LLC Member - TLP Oil Center LLC Member - TLP Hawthorne LLC Member - TLP Resources, LLC General Partner - KP 1501 Hyde Park, LLC | 0.26% | N/A | T L Interests, LLC - 60% T Lemoine Partners, LLC - 50% TLP Oil Center LLC - 50% TLP Hawthorne LLC - 50% TLP Resources, LLC - 50% KP 1501 Hyde Park, LLC - 50% |
| R Glenn Pumpelly Lafayette, LA USA | President/CEO GP Holdings of Louisiana, LLC | Secretary to the Board Director | Secretary to the Board MidSouth Bank, N.A. Director | GP Holdings of Louisiana, LLC Member | 0.58% | NA | GP Holdings of Louisiana, LLC - 100% |
| James R McLemore Lafayette, LA USA | Banker MidSouth Bank, N.A. | Sr. Executive Vice Pres & Chief Financial Officer | Sr. Executive Vice Pres & Chief Financial Officer MidSouth Bank, N.A. | N/A | 0.04% | N/A | N/A |
| Troy Cloutier Lafayette, LA USA | Banker MidSouth Bank, N.A. | Sr Exec Vice President and Chief Banking Officer | Sr Exec Vice President and Chief Banking Officer MidSouth Bank, N.A. Director | N/A | 0.31% | N/A | N/A |
| Jake Delhomme Breaux Bridge, LA USA | Business owner and Retired professional quarterback | N/A | Director MidSouth Bank, N.A. | Set-Hut, LLC Sidelines Investments | 0.28% | N/A | Set-Hut, LLC - 100% |
| Jeff Blum Lafayette, LA USA | Banker MidSouth Bank, N.A. | Sr. Executive Vice President & Chief Lending Officer | Sr. Executive Vice President & Chief Lending Officer MidSouth Bank, N.A. | N/A | 0.00% | N/A | N/A |

MIDSOUTH BANCORP, INC.
FISCAL YEAR ENDING DECEMBER 31, 2014

Report Item 4: Directors and Officers

(1) (2) (3) (a) (b) (c) and (4) (a) (b) (c)

| (1) Names & Address (City, State, Country) | (2) Principal Occupation if other than with Bank Holding Co | (3)(a) Title & Position with Bank Holding Company | (3)(b) Title & Position with Subsidiaries (include names of subsidiaries) | (3)(c) Title & Position with Other Businesses (include names of other businesses) | (4)(a) Percentage of Voting Shares in Bank Holding Co | (4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries) | (4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held) |
|--|--|--|---|---|--|---|--|
|--|--|--|---|---|--|---|--|

Trustees and Administrative Committee of employee benefit plan

| | | | | | | | |
|-------------------------------|-----|-------------------|--|--|--|--|--|
| MidSouth Bancorp, Inc. | USA | 570,740.5 - 5.03% | | | | | |
| Employee Stock Ownership Plan | | Common Stock | | | | | |
| Lafayette, LA | | | | | | | |

Voting rights of the shares allocated to ESOP participants' accounts are passed through to them. The Trustees have investment power with respect to the ESOP's assets, but must exercise it in accordance with an investment policy established by the Administrative Committee. The Trustees are Irving Boudreaux, a Regional President, Susan Benoit and Stephanie Burge, Bank Officers. The Administrative Committee consists of three Bank Officers Brenda Thibeaux, Monique Bradberry and Susan Haydel, Senior Accounting Supervisor.

| | | | | | | | |
|---------------------------------------|-----|--------------------|--|--|--|--|--|
| MidSouth Bank Trustee for | USA | 342,842.25 - 3.02% | | | | | |
| Directors Deferred Compensation Trust | | Common Stock | | | | | |
| Lafayette, LA | | | | | | | |

Stock held by our Directors' Deferred Compensation Trust is beneficially owned by its Plan Administrator, our Executive Committee, Will Charbonnet, Sr., Chair and members, James Davis, R Glenn Pumpelly, Joseph V Tortorice, Jr. and C R Cloutier, the members of which could be deemed to share beneficial ownership of all Stock held in the Trust.