

PS BUSINESS PARKS INC/CA
Form 8-K
May 05, 2004

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K

Current Report Pursuant to Section 13 or 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) May 4, 2004

PS BUSINESS PARKS, INC.

(Exact name of registrant as specified in its charter)

California
(State or Other Jurisdiction
of Incorporation)

1-10709
(Commission File Number)

95-4300881
(I.R.S. Employer
Identification Number)

701 Western Avenue, Glendale, California 91201-2397

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **(818) 244-8080**

N/A

(Former name or former address, if changed since last report)

Item 7. Financial Statements and Exhibits

(c) Exhibits

99.1 Press release dated May 4, 2004.

Item 12. Results of Operations and Financial Condition

On May 4, 2004, the Company reported operating results for the quarter ended March 31, 2004. The Company is attaching the press release as Exhibit 99.1 to this Current Report on Form 8-K. The information included pursuant to this Item 12 (including the exhibits) shall not be deemed to be incorporated by reference into any filing made by the Company pursuant to the Securities Act of 1933, other than to the extent that such filing incorporates by reference any or all of such information by express reference thereto.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

PS BUSINESS PARKS, INC.

Date: May 4, 2004
By: /s/ Edward A. Stokx
Edward A. Stokx

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Chief Financial Officer

News Release

PS Business Parks, Inc.
701 Western Avenue
Glendale, CA 91201-2349
www.psbusinessparks.com

For Release: Immediately
Date: May 4, 2004
Contact: Mr. Edward A. Stokx
(818)244-8080, Ext. 649

PS Business Parks, Inc. reports results for the first quarter ended March 31, 2004.

Glendale, California PS Business Parks, Inc. (AMEX:PSB), reported operating results for the quarter ended March 31, 2004.

Net income allocable to common shareholders for the first quarter of 2004 was \$4.2 million or \$0.19 per diluted share on revenues of \$55.4 million compared to \$5.8 million or \$0.27 per diluted share on revenues of \$49.6 million for the same period in 2003.

Revenues increased \$5.8 million in the first quarter of 2004 over the same period in the prior year as a result of properties acquired during the latter part of 2003, partially offset by a decrease in Same Park revenues of \$1.4 million. Net income allocable to common shareholders decreased over the same periods by \$1.6 million or \$0.08 per diluted share. Offsetting the impact of net operating income from acquired properties was additional depreciation, interest costs and preferred distributions related to the acquired assets. In addition, the Company reported additional distributions to its preferred stock and unit holders of \$2.1 million related to the redemption of its Series A and Series B preferred equity (see discussion below). Partially offsetting these decreases was a reduction in net loss from discontinued operations of \$3.8 million, including a \$5.9 million impairment provision.

Supplemental Measures

Funds from operations (FFO) allocable to common shareholders and unit holders for the first quarter of 2004 were \$23.4 million or \$0.81 per diluted share compared to \$20.4 million or \$0.71 per diluted share for the same period in 2003.

During the first quarter of 2004 the Company called for redemption its 9-1/4% Series A Cumulative Preferred Stock and its 8-7/8% Series B Preferred Operating Partnership Units. In accordance with the Securities and Exchange Commission's interpretation of Emerging Issues Task Force (EITF) Topic D-42, The Effect on the Calculation of Earnings per Share for the Redemption or Induced Conversion of Preferred Stock, the call for redemption of the Series A preferred stock resulted in an additional allocation of net income to preferred shareholders for the three months ended March 31, 2004 and a corresponding reduction of net income and FFO allocable to common shareholders of \$1,866,000. The call for redemption of the Series B preferred operating partnership units resulted in an additional allocation of net income to preferred unit holders for the three months ended March 31, 2004 and a corresponding reduction in net income and FFO allocable to common shareholders of \$267,000. The \$2,113,000 aggregate reduction in net income allocable to common shareholders represents the excess of the redemption amount over the carrying amount of the Series A preferred stock and Series B preferred operating partnership units.

In the fourth quarter of 2003, the Company adopted guidance from the SEC regarding the inclusion of impairment adjustments in the calculation of funds from operations. Accordingly, the Company no longer adds back the effects of impairment losses in determining FFO, resulting in a decrease in FFO of \$5.9 million or \$0.20 per diluted share for the three months ended March 31, 2003.

The following table summarizes the impact of the implementation of the SEC's clarification of EITF Topic D-42 and the adoption of the SEC's guidance regarding impairment adjustments on the Company's FFO per common share:

	For the Three Months Ended March 31,	
	2004	2003
FFO per common share before adjustments	\$ 0.88	\$ 0.91
Application of EITF Topic D-42	(0.07)	--

	For the Three Months Ended March 31,	
	--	(0.20)
Impairment provision	--	(0.20)
FFO per common share, as reported	\$ 0.81	\$ 0.71

Property Operations

In order to evaluate the performance of the Company's overall portfolio, management analyzes the operating performance of a consistent group of properties (14.2 million net rentable square feet). These properties (herein referred to as "Same Park" facilities) have been owned and operated by the Company since January 1, 2003. In the first quarter of 2004 the Company reevaluated its plans to sell five office and flex buildings and 4.5 acres of land in Beaverton, Oregon. The Company has determined that these properties will not likely be sold within the next twelve months. Accordingly, these properties have been included in the Same Park facilities for the three months ended March 31, 2004 and 2003. Same Park facilities represent approximately 77% of the Company's total portfolio of 18.3 million square feet as of March 31, 2004.

The following tables summarize the operating results of the Same Park facilities as well as the total portfolio:

Same Park Facilities (14.2 million square feet)

	Three Months Ended March 31,		
	2004	2003	Change
	(in thousands, except per square foot amounts)		
Rental income before straight-line rent adjustment	\$ 46,680	\$ 48,071	(2.9%)
Straight-line rent adjustment	520	635	(18.1%)
Total rental income	47,200	48,706	(3.1%)
Cost of operations	13,702	13,383	2.4%
Net operating income	33,498	35,323	(5.2%)
Less: straight-line rent adjustm	(520)	(635)	(18.1%)
Net operating income before straight-line rent adjustment ⁽¹⁾	\$ 32,978	\$ 34,688	(4.9%)
Gross margin ⁽²⁾	70.6%	72.2%	(2.2%)
<u>Weighted average for period:</u>			
Occupancy	90.4%	92.6%	(2.4%)
Annualized realized rent per occupied sq. ft. ⁽³⁾	\$ 14.58	\$ 14.67	(0.6%)

- (1) Net operating income ("NOI") is an important measurement in the commercial real estate industry for determining the value of the real estate generating the NOI. The key components of NOI are rental income less cost of operations excluding the effects of the straight-line rent adjustment and depreciation.
- (2) Gross margin is computed by dividing property net operating income before straight-line rent adjustment by rental income before straight line rent adjustment.
- (3) Realized rent per square foot represents the revenues earned before straight-line rent adjustment per occupied square foot.

Total Portfolio Statistics (18.3 million square feet) ⁽¹⁾

	Three Months Ended March 31,		
	2004	2003	Change
	(in thousands, except per square foot amounts)		
Rental income before straight-line rent adjustment	\$ 54,523	\$ 48,515	12.4%
Straight-line rent adjustment	652	635	2.7%
Total rental income	55,175	49,150	12.3%
Cost of operations	16,672	13,519	23.3%
Net operating income	38,503	35,631	8.1%
Less: straight-line rent adjustment	(652)	(635)	2.7%
Net operating income before straight-line rent adjustment ⁽²⁾	\$ 37,851	\$ 34,996	8.2%
Gross margin ⁽³⁾	69.4%	72.1%	(3.7%)
Weighted average for period:			
Square footage	18,280	14,215	28.6%
Occupancy	88.2%	92.5%	(4.6%)
Annualized realized rent per occupied sq. ft. ⁽⁴⁾	\$ 13.53	\$ 14.76	(8.3%)

(1) Does not include discontinued operations.

(2) Net operating income (NOI) is an important measurement in the commercial real estate industry for determining the value of the real estate generating the NOI. The key components of NOI are rental income less cost of operations excluding the effects of the straight-line rent adjustment and depreciation.

(3) Gross margin is computed by dividing property net operating income before straight-line rent adjustment by rental income before straight line rent adjustment.

(4) Realized rent per square foot represents the revenues earned before straight-line rent adjustment per occupied square foot.

Financial Condition

The Company continues to maintain financial strength and flexibility. The following are the Company's key financial ratios with respect to its leverage at and for the three months ended March 31, 2004.

Ratio of FFO to fixed charges ⁽¹⁾	29.7x
Ratio of FFO to fixed charges and preferred distributions excluding the effects of EITF Topic D-42 ⁽²⁾	3.1x
Debt and preferred equity to total market capitalization (based on the common stock price of \$46.35 at March 31, 2004)	32%
Available under line of credit at March 31, 2004 ⁽³⁾	\$ 39 million

(1) Fixed charges include interest expense of \$1,266,000.

(2) Preferred distributions include amounts paid to preferred shareholders of \$5,959,000 (excludes \$1,866,000 related to EITF Topic D-42) and preferred unit holders in the operating partnership of \$4,810,000 (excludes \$267,000 related to EITF Topic D-42).

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(3) As of April 30, 2004 the availability under the line of credit was \$53 million.

Redemption of Preferred Stock and Preferred Units

On April 30, 2004 the Company redeemed 2,112,900 depository shares of its 9-1/4% Cumulative Series A Preferred Stock for approximately \$52.8 million and on April 23, 2004 the Company redeemed 510,000 units of its 8-7/8% Series B Cumulative Preferred Operating Partnership Units for approximately \$12.8 million. As a result, the Company has reported the aggregate redemption amount of its Series A preferred shares and Series B preferred operating partnership units, or approximately \$65.6 million, as a liability at March 31, 2004. In accordance with EITF Topic D-42, the redemptions resulted in a reduction of net income allocable to common shareholders of approximately \$2,133,000 for the three months ended March 31, 2004 equal to the excess of the redemption amounts over the carrying amounts of the redeemed securities.

Issuance of Preferred Stock

On April 21, 2004, the Company issued 3,000,000 depository shares, each representing 1/1,000 of a share of the Company's 6.875% Cumulative Preferred Stock, Series I, at \$25.00 per share. The Company received net proceeds of approximately \$72.6 million, which were used to redeem the Company's outstanding 9.25% Series A Preferred Stock and 8.875% Series B Preferred Operating Partnership Units, and reduce the outstanding balance on the Company's line of credit.

On January 30, 2004, the Company issued 6,900,000 depository shares, each representing 1/1,000 of a share of the Company's 7.00% Cumulative Preferred Stock, Series H, at \$25.00 per share. The Company received net proceeds of approximately \$167 million, which was used to repay outstanding short-term debt, consisting of borrowings under the Company's line of credit with Wells Fargo Bank and a portion of a short-term loan from Public Storage, Inc.

Property Dispositions

In April 2004, the Company sold a 43,000 square foot flex facility in Austin, Texas with net proceeds of approximately \$1.1 million.

Distributions Declared

The Board of Directors declared a quarterly dividend of \$0.29 per common share on May 4, 2004. Distributions were also declared on the various series of depository shares, each representing 1/1,000 of a share of preferred stock listed below. Distributions are payable June 30, 2004 to shareholders of record on June 15, 2004.

<u>Series</u>	<u>Dividend Rate</u>	<u>Dividend Declared</u>
Series D	9.500%	\$0.593750
Series F	8.750%	\$0.546875
Series H	7.000%	\$0.437500
Series I	6.875%	\$0.334202 ⁽¹⁾

(1) Dividend declared payable to Series I shareholders has been prorated based on the issuance date of April 21, 2004.

Appointment of Senior Vice President of Acquisitions and Dispositions

The Company has announced that effective immediately M. Brett Franklin has been promoted to Senior Vice President, Acquisitions and Dispositions. Mr. Franklin has been with the Company for over six years, most recently serving as Vice President of Acquisitions. He has been intimately involved in the Company's growth, working within the Company's investment team as the Company has expanded its portfolio to over 18 million square feet in eight metropolitan markets.

Company Information

PSB is a self-advised and self-managed equity real estate investment trust that acquires, develops, owns and operates commercial properties, primarily flex, multi-tenant office and industrial space. The Company defines flex space as buildings that are configured with a combination of office and warehouse space and can be designed to fit a number of uses (including office, assembly, showroom, laboratory, light manufacturing and warehouse space). As of March 31, 2004, PSB wholly-owned approximately 18.3 million net rentable square feet of commercial space with approximately 3,700 customers located in eight states, concentrated primarily in California (5,160,000 sq. ft.), Texas (2,895,000 sq. ft.), Florida

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(3,352,000 sq. ft.), Oregon (1,941,000 sq. ft.), Virginia (2,625,000 sq. ft.) and Maryland (1,646,000 sq. ft.).

Forward-Looking Statements

When used within this press release, the words may, believes, anticipates, plans, expects, seeks, estimates, intends and similar expressions are intended to identify forward-looking statements. Such forward-looking statements involve known and unknown risks, uncertainties, and other factors, which may cause the actual results and performance of the Company to be materially different from those expressed or implied in the forward-looking statements. Such factors include the impact of competition from new and existing commercial facilities which could impact rents and occupancy levels at the Company's facilities, the Company's ability to evaluate, finance, and integrate acquired and developed properties into the Company's existing operations; the Company's ability to effectively compete in the markets that it does business in; the impact of the regulatory environment as well as national, state, and local laws and regulations including, without limitation, those governing Real Estate Investment Trusts; the impact of general economic conditions upon rental rates and occupancy levels at the Company's facilities; the availability of permanent capital at attractive rates, the outlook and actions of Rating Agencies and risks detailed from time to time in the Company's SEC reports, including quarterly reports on Form 10-Q, reports on Form 8-K and annual reports on Form 10-K.

Additional information about PS Business Parks, Inc. including more financial analysis of the first quarter's operating results is available on the Internet. The Company's web site is www.psbusinessparks.com.

A conference call is scheduled for Wednesday, May 5, 2004 at 10:00 A.M. (PST) to discuss the first quarter results. The toll free number is 1-800-399-4409; the conference ID is 6792922. The call will also be available via a live webcast on the Company's website. A replay of the conference call will be available through May 12, 2004 at 1-800-642-1687. A replay of the conference call will also be available on the Company's website.

Additional financial data attached.

PS BUSINESS PARKS, INC. Selected Financial Data (unaudited, in thousands)

	At March 31, 2004	At December 31, 2003
<u>Balance Sheet Data:</u>		
Cash and cash equivalents	\$ 5,114	\$ 5,809
Properties held for disposition, net	\$ 1,370	\$ 34,649
Real estate facilities, before accumulated depreciation	\$ 1,560,872	\$ 1,517,039
Total assets	\$ 1,348,726	\$ 1,358,861
Preferred equity called for redemption	\$ 65,573	\$ --
Total debt	\$ 80,540	\$ 264,694
Minority interest - common units	\$ 168,535	\$ 169,888
Minority interest - preferred units	\$ 205,000	\$ 217,750
Perpetual preferred stock	\$ 288,350	\$ 168,673
Common shareholders' equity	\$ 503,143	\$ 502,155
Total common shares outstanding at period end	21,806	21,566
Total common shares outstanding at period end, assuming conversion of all Operating Partnership units into common stock	29,083	28,871

PS BUSINESS PARKS, INC. CONSOLIDATED STATEMENTS OF INCOME (unaudited, in thousands, except per share amounts)

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	For the Three Months Ended March 31,	
	2004	2003
Revenues:		
Rental income	\$ 55,175	\$ 49,150
Facility management fees primarily from affiliates	155	185
Interest and other income	27	272
	<u>55,357</u>	<u>49,607</u>
Expenses:		
Cost of operations	16,672	13,519
Depreciation and amortization	17,884	13,685
General and administrative	1,091	1,054
Interest expense	1,266	1,002
	<u>36,913</u>	<u>29,260</u>
Income before discontinued operations and minority interest	<u>18,444</u>	<u>20,347</u>
Discontinued operations:		
Income from discontinued operations	21	270
Impairment charge on properties held for sale	--	(5,907)
Equity in income of discontinued joint venture	--	1,796
Net income (loss) from discontinued operations	<u>21</u>	<u>(3,841)</u>
Income before minority interests	18,465	16,506
Minority interest in income - preferred units	(5,077)	(4,810)
Minority interest in income - common units	(1,405)	(1,965)
Net income	<u>\$ 11,983</u>	<u>\$ 9,731</u>
Net income allocation:		
Allocable to preferred shareholders	\$ 7,825	\$ 3,928
Allocable to common shareholders	4,158	5,803
	<u>\$ 11,983</u>	<u>\$ 9,731</u>
Net income per common share - basic and diluted:		
Continuing operations	\$ 0.19	\$ 0.40
Discontinued operations	--	(0.13)
	<u>\$ 0.19</u>	<u>\$ 0.27</u>
Weighted average common shares outstanding:		
Basic	<u>21,613</u>	<u>21,374</u>
Diluted	<u>21,778</u>	<u>21,520</u>

PS BUSINESS PARKS, INC.
Computation of Funds from Operations (FFO) and Funds Available for Distribution (FAD)
(unaudited, in thousands, except per share amounts)

	For the Three Months Ended March 31,	
	2004	2003
<u>Computation of Diluted Funds From Operations per Common Share ("FFO")</u>⁽¹⁾:		
Net income allocable to common shareholders	\$ 4,158	\$ 5,803
Adjustments:		
Equity income from gain on sale of joint venture properties	--	(1,076)
Depreciation and amortization	17,884	13,685
Minority interest in income - common units	1,405	1,965
	\$ 23,447	\$ 20,377
Weighted average common shares outstanding	21,613	21,374
Weighted average common OP units outstanding	7,305	7,305
Weighted average stock options outstanding using treasury method	165	146
	29,083	28,825
Weighted average common shares and OP units for purposes of computing fully-diluted FFO per common share	29,083	28,825
Diluted FFO per common share	\$ 0.81	\$ 0.71

**Computation of Funds Available for Distribution
("FAD")⁽²⁾:**

FFO allocable to common shareholders	\$ 23,447	\$ 20,377
Adjustments:		
Maintenance capital expenditures	(880)	(573)
Tenant improvements	(2,826)	(2,885)
Lease commissions	(1,413)	(1,029)
Straight-line rent adjustment		

The Audit and Finance Committee Charter is posted on Trustmark's website at www.trustmark.com under *Investor Relations/Corporate Governance/Audit and Finance Committee Charter*.

Executive Committee

The Executive Committee acts on behalf of the Board if a matter requires Board action before a meeting of the Board can be held. The Committee is responsible for reviewing the corporate governance structure and annually evaluating each director's performance against specific performance criteria.

Human Resources Committee

The role of the Human Resources Committee is to ensure that appropriate policies and practices are in place to facilitate the development of management talent, orderly CEO succession planning, corporate social responsibility and the setting of management compensation.

The Human Resources Committee Charter is posted on Trustmark's website at www.trustmark.com under *Investor Relations/Corporate Governance/Human Resources Committee Charter*.

Nominating Committee

The Nominating Committee is charged with the responsibility of seeking, interviewing and recommending to the Board of Directors qualified candidates for Board and committee membership.

The Nominating Committee Charter is posted on Trustmark's website at www.trustmark.com under *Investor Relations/Corporate Governance/Nominating Committee Charter*.

Strategic Planning Committee

The Strategic Planning Committee provides guidance to management on the strategic planning process and issues of strategic importance including business growth and expansion, material transactions and technology. The Committee is also responsible for monitoring progress with Trustmark's long-term strategic and financial objectives.

Committee Membership

The following table shows the current membership of each committee and the number of meetings held by each committee during 2006.

Director	Audit and Finance	Executive	Human Resources	Nominating	Strategic Planning
J. Kelly Allgood	X	X		X	X
Reuben V. Anderson		Chair	X	X	X
William C. Deviney, Jr.			X		
C. Gerald Garnett		X	X	X	X
Daniel A. Grafton		X	Chair	X	X
Richard G. Hickson		X			
John M. McCullough		X		Chair	X
Richard H. Puckett	X				
R. Michael Summerford	Chair	X	X	X	X
Kenneth W. Williams	X				
William G. Yates, Jr.		X			Chair
2006 Meetings	5	9	7	1	3

Director Compensation for 2006

The following table provides compensation information for the year ended December 31, 2006, for each non-employee member of Trustmark's Board of Directors.

Director (1)	Fees Earned or Paid in Cash (\$)(2)	Stock Awards (\$)	Option Award Compensation (\$)(3)(4)	Non-Equity Incentive Plan Compensation (\$)	Non-qualified Deferred Earnings Compensation (\$)(5)	All Other Compensation (\$)	Total (\$)	Change in Pension Value and
J. Kelly Allgood	34,500	---	12,090	---	38,054	---	84,644	
Reuben V. Anderson	\$ 35,750	---	\$ 14,093	---	\$ 100,902	---	\$ 150,745	
William C. Deviney, Jr.	\$ 26,250	---	\$ 12,090	---	\$ 62,793	---	\$ 101,133	
C. Gerald Garnett	34,500	---	12,182	---	---	---	46,682	
John M. McCullouch	\$ 24,000	---	\$ 12,090	---	---	---	\$ 36,090	
Richard H. Puckett	22,250	---	12,090	---	32,871	---	67,211	
R. Michael Summerford	\$ 44,250	---	\$ 12,090	---	---	---	\$ 56,340	
Kenneth W. Williams	\$ 22,000	---	\$ 16,613	---	\$ 54,379	---	\$ 92,992	
William G. Yates, Jr.	\$ 23,750	---	\$ 16,613	---	---	---	\$ 40,363	
Matthew L. Holleman III (6)	\$ 37,000	---	\$ 12,090	---	\$ 38,867	---	\$ 87,957	

(1) Richard G. Hickson, Trustmark's CEO, is not included in this table as he is an associate of Trustmark and thus receives no compensation for his service as a director on the Trustmark Board. The compensation received by Mr. Hickson as an associate of Trustmark is shown in the Summary Compensation Table on page 18.

(2) Includes fees deferred pursuant to the voluntary Trustmark Corporation Deferred Compensation Plan and/or the Directors' Deferred Fee Plan.

(3) Reflects the dollar amount recognized for financial statement reporting purposes for the fiscal year ended December 31, 2006, in accordance with FAS 123(R), and thus includes amounts from awards granted in and prior to 2006. The directors had the following options outstanding from grants under Trustmark's stock and incentive compensation plans: McCullouch, Summerford - 6,000 each, Yates - 11,000, all other directors - 12,000 each.

(4) The grant date fair value of options awarded in 2006, computed in accordance with FAS 123(R), was \$14,552 for each director.

(5) The amounts in this column reflect the actuarial increase in the present value of the director's accrued benefits under Trustmark's Directors' Deferred Fee Plan, determined using interest rate and mortality rate assumptions consistent with those used in Trustmark's audited financial statements and includes amounts which the director may not currently be entitled to receive because such amounts are not yet vested.

(6) Mr. Holleman resigned from the Board effective January 1, 2007.

**For the Three
Months Ended
March 31,**

Prior to May 9, 2006, directors received an annual retainer of \$12,000 plus \$1,000 for each Board meeting attended. The Executive Committee Chairman received an additional retainer of \$6,000 per year. All other Executive Committee members received an additional retainer of \$3,000 per year. All committee chairs and committee members received \$750 and \$500, respectively, for each committee meeting attended.

Based on an internal study during 2006 of compensation paid to directors of comparable financial institutions, the Board approved changes to the Trustmark Director Compensation schedule, which became effective on May 9, 2006. The changes to the schedule increased the fees paid to \$1,500 for each Board meeting attended, as well as to \$1,250 and \$1,000 for committee chairs and committee members, respectively, for each committee meeting attended. Additionally, an annual retainer of \$12,000 was approved for the Audit and Finance Committee Chair. The CEO receives no compensation for Board or committee service.

Trustmark provides non-employee directors who became directors prior to 2003 the opportunity to participate in the Directors' Deferred Fee Plan. Under the plan, participating directors may defer up to \$12,000 of fees annually to fund a portion of the cost of their defined retirement benefits and death benefits. The amount of the retirement benefit and death benefit is determined based upon the participant's annual contribution amount, the length of Board service (with accrual and vesting occurring pro-rata assuming Board service to age 65) and the age of the director at date of entry into the plan. Depending on a number of factors, the projected annual benefit at retirement is payable for the longer of life or twenty-five years and ranges from \$20,000 to \$133,000 for current directors electing to participate in the plan. The vested annual benefit as of December 31, 2006, payable at retirement to current directors electing to participate in the plan ranges from \$21,000 to \$86,000. If a participating director dies prior to retirement, his beneficiary will receive a scheduled death benefit for ten years. If the plan is terminated, or a director's Board service is terminated, within three years after a change in control of Trustmark (as defined in the plan), affected directors will be credited with up to an additional five years of Board service for purposes of determining retirement benefits at age 65. Trustmark has purchased life insurance policies on participating directors to fund the benefits to be paid under this plan.

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Non-employee directors are eligible to receive stock option awards under the Trustmark Corporation 2005 Stock and Incentive Compensation Plan. On May 9, 2006, each non-employee director received an option grant of 2,000 shares pursuant to the plan. These options vest in equal installments over a five-year period and expire in 2013. Accelerated vesting and exercisability of these options is provided upon a change in control of Trustmark (as defined in the plan).

In addition to the Directors' Deferred Fee Plan described above, non-employee directors may defer all or a part of their annual retainer and meeting fees (excluding any contribution to the Directors' Deferred Fee Plan) pursuant to Trustmark's Deferred Compensation Plan. The compensation deferred is credited to a liability account, which is deemed invested in and mirrors the performance of one or more designated investment funds available under the plan and selected at the option of the director. The deferred compensation account will be paid in a lump sum or in annual installments at a designated time upon the occurrence of an unforeseen emergency or upon a director's cessation of service on the Board.

Communications with Directors

Shareholders desiring to contact Trustmark's Board of Directors may do so by sending written correspondence to Board of Directors, Trustmark Corporation, Post Office Box 291, Jackson, MS 39205-0291 or by e-mail to boardofdirectors@trustmark.com.

Communications will be referred to the Chairman of the Executive Committee, who will determine the appropriate committee to receive the communication and take any action deemed necessary by that committee.

Complaints relating to Trustmark's accounting, internal accounting controls or auditing matters should be directed to Trustmark's General Counsel/Secretary to the Board, Trustmark Corporation, Post Office Box 291, Jackson, MS 39205-0291 or by calling 1-800-844-2000 (extension 5088) or 1-601-208-5088.

Nomination of Directors

Nominations for election to the Board of Directors may be made by the Board of Directors or by any shareholder of any outstanding class of capital stock of Trustmark entitled to vote for the election of directors. Nominations other than those made by or on behalf of the existing management of Trustmark shall be made in writing and shall be delivered or mailed to Trustmark's Chairman of the Board not less than fourteen days nor more than fifty days prior to any meeting of shareholders called for the election of directors; provided, however, that if less than twenty-one days' notice of the meeting is given to shareholders, such nomination shall be mailed or delivered to the Chairman of the Board not later than the close of business on the seventh day following the day on which the notice of the meeting was mailed. Such notification shall contain the following information to the extent known to the notifying shareholder: (a) the name and address of each proposed nominee; (b) the principal occupation of each proposed nominee; (c) the total number of shares of capital stock of Trustmark that will be voted for each proposed nominee; (d) the name and residence address of the notifying shareholder; and (e) the number of shares of capital stock of Trustmark owned by the notifying shareholder.

Nominations not made in accordance with the above procedure may be disregarded by the Chairman of the meeting at his discretion, and upon his instructions, all votes cast for each such nominee may be disregarded. Trustmark's bylaws permit direct nominations by shareholders. Therefore, the Nominating Committee does not have a policy for considering nominees recommended by shareholders through the process outlined above. However, if a shareholder wishes to recommend an individual for Board service, rather than directly nominate the individual as set forth above, the shareholder may submit the individual's name to the Nominating Committee in writing addressed to Trustmark Corporation Nominating Committee, Post Office Box 291, Jackson, MS 39205-0291 or by e-mail to boardofdirectors@trustmark.com. In order to give the Nominating Committee adequate time to consider any such individual for nomination as a director at the 2008 Annual Meeting of Shareholders, such recommendations should be delivered no later than October 1, 2007. In considering an individual recommended by a shareholder but not directly nominated, the Nominating Committee will use the same guidelines as set forth in the Director Qualifications.

When identifying potential candidates for director nominees, the Committee may solicit suggestions from incumbent directors, management or others. With regard to the proposed nominees for 2007, all nominees have previously served on the Board, except Adolphus B. Baker, who was submitted for consideration by management, and Daniel A. Grafton, who was submitted for consideration by management and was appointed to the Board on January 16, 2007.

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Director Qualifications

The Board believes that in order to appropriately carry out their roles, directors must demonstrate a variety of personal traits, leadership qualities and competencies. In considering nominees submitted by the Board or management, the Nominating Committee will use these traits, leadership qualities and individual competencies to assess future director nominees' suitability for Board service.

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Personal Traits

Board service is an extremely important, high profile role and carries with it significant responsibility. For that reason, it is important that all directors possess a certain set of personal traits, including:

- Personal and Professional Integrity
- Accountability
- Informed Business Judgment
- Mature Confidence
- High Performance Standards
- Initiative and Responsiveness
- Business Credibility

Leadership Qualities

When seeking individuals to fill leadership roles, the following skill sets are required:

- Communication Skills
- Crisis Management Skills
- Facilitation Skills
- Relationship Building/Networking

Individual Competencies

There are certain competencies that must be represented collectively by the directors on each Board committee, but each individual director need not necessarily possess all of them. The specific competencies vary by committee, as illustrated in the chart below:

Individual Director Competencies	Board Committees			
	Audit and Finance	Executive	Human Resources	Strategic Planning
1. Financial Acumen				
Accounting & finance knowledge	ü	ü		ü
Financial statement analysis	ü			
Knowledge of capital markets				ü
Financial planning	ü			
Ability to communicate financial concepts in lay terms	ü			ü
2. Organizational Effectiveness				
Talent management			ü	
Understanding of compensation issues			ü	
Ability to discern candidate qualifications			ü	
3. Strategic Direction				
Vision		ü		ü
Strategic perspective		ü		ü
Technology knowledge	ü			
Industry knowledge	ü	ü		ü

PROPOSAL 1: Election of Directors

The Board of Directors has fixed the number of directors for the coming year at twelve. The nominees listed herein have been proposed by the Board of Directors for election at the meeting.

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Shares represented by the proxies will, unless authority to vote is withheld, be voted in favor of the proposed slate of twelve nominees. In the election of directors, each shareholder may vote his shares cumulatively by multiplying the number of shares he is entitled to vote by the number of directors to be elected. This product constitutes the number of votes the shareholder may cast for one nominee or distribute among any number of nominees. The proxies reserve the right, in their discretion, to vote cumulatively. If a shareholder withholds authority for one or more nominees and does not direct otherwise, the total number of votes the shareholder is entitled to cast will be distributed among the remaining nominees.

Should any of these nominees be unable to accept the nomination, the votes which otherwise would have been cast for the nominee(s) will be voted for such other

person(s) as the Board of Directors shall nominate. Each director is elected to hold office until the next annual meeting of shareholders or until a successor is elected and qualified. The persons who will be elected to the Board of Directors will be the twelve nominees receiving the largest number of votes.

The Board of Directors recommends that shareholders vote “for” the proposed nominees.

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THE NOMINEES

**Name and Age at Record
Date**

Position, Principal Occupation and Directorships

J. Kelly Allgood.....66

- Retired President, BellSouth Mississippi
- Director of Trustmark since 1991
- Trustmark Corporation Committees:
Audit and Finance
Executive
Nominating
Strategic Planning
- Other Directorships: Trustmark National Bank

**Reuben V.
Anderson.....64**

- Partner, Phelps Dunbar, L.L.P.
(Attorneys)
- Director of Trustmark since 1980
- Trustmark Corporation Committees:
Executive (Chair)
Human Resources
Nominating
Strategic Planning
- Other Directorships: Trustmark National Bank, AT&T Inc.
and The Kroger Company

**Adolphus B.
Baker.....50**

- President and COO, Cal-Maine Foods, Inc.
(Producer and Distributor of Shell Eggs)
- Nominated for Director of Trustmark in 2007
- Other Directorships: Trustmark National Bank, Cal-Maine
Foods, Inc.

William C. Deviney, Jr.....61

- CEO, Deviney Construction Company, Inc.
(Telecommunications Construction)
- Director of Trustmark since 1995
- Trustmark Corporation Committees:
Human Resources
- Other Directorships: Trustmark National Bank

Name and Age at Record

Position, Principal Occupation and Directorships

Date

C. Gerald

Garnett.....62

- Retired CEO, Southern Farm Bureau Casualty Insurance Company and Southern Farm Bureau Property Insurance Company
- Director of Trustmark since 1993
- Trustmark Corporation Committees:
Executive
Human Resources
Nominating
Strategic Planning
- Other Directorships: Trustmark National Bank

Daniel A.

Grafton.....60

- President, L-3 Vertex Aerospace
(Provider of Aviation and Aerospace Services)
- Director of Trustmark since 2007
- Trustmark Corporation Committees:
Executive
Human Resources (Chair)
Nominating
Strategic Planning
- Other Directorships: Trustmark National Bank

Richard G.

Hickson.....62

- Chairman, President and CEO, Trustmark Corporation;
Chairman and CEO, Trustmark National Bank
- Director of Trustmark since 1997
- Trustmark Corporation Committees:
Executive
- Other Directorships: Trustmark National Bank

John M.

McCullouch.....59

- Retired President, AT&T - Mississippi
- Director of Trustmark since 2005
- Trustmark Corporation Committees:
Executive
Nominating (Chair)
- Other Directorships: Trustmark National Bank

**Name and Age at Record
Date**

Position, Principal Occupation and Directorships

Richard H. Puckett.....52

- President and CEO, Puckett Machinery Company
(Distributor of Heavy Earth Moving Equipment)
- Director of Trustmark since 1995
- Trustmark Corporation Committees:
Audit and Finance
- Other Directorships: Trustmark National Bank

R. Michael Summerford.....58

- Former President and COO, ChemFirst, Inc.
(Manufacturer of Electronic and Specialty Chemicals)
- Director of Trustmark since 2005
- Trustmark Corporation Committees:
Audit and Finance (Chair)
Executive
Human Resources
Nominating
Strategic Planning
- Other Directorships: Trustmark National Bank

Kenneth W. Williams.....65

- President, Corinth Coca-Cola Bottling Works; President,
Refreshments, Inc., and Refreshments of Tennessee, Inc.;
Secretary/Treasurer, Weaver Consolidated Group, Inc.
(Soft Drink Bottler)
- Director of Trustmark since 1998
- Trustmark Corporation Committees:
Audit and Finance
- Other Directorships: Trustmark National Bank

William G. Yates, Jr.....65

- President and CEO, The Yates Companies, Inc.
(Construction)
- Director of Trustmark since 2001
- Trustmark Corporation Committees:
Executive
Strategic Planning (Chair)
- Other Directorships: Trustmark National Bank

STOCK**Securities Ownership by Certain Beneficial Owners and Management**

The following table reflects the number of Trustmark common shares beneficially owned by (a) persons known by Trustmark to be the beneficial owners of more than 5% of its outstanding shares, (b) directors and nominees, (c) each of the named executive officers within the Executive Compensation section and (d) directors and executive officers of Trustmark as a group. The persons listed below have sole voting and investment authority for all shares except as indicated. The percentage of outstanding shares of common stock owned is not shown where less than 1%.

Name	Shares Beneficially Owned		Percent of Outstanding Shares
	<i>as of 03/01/07 (1)</i>		
Robert M. Hearin Foundation; Robert M. Hearin Support Foundation Post Office Box 16505 Jackson, MS 39236	7,895,034	(2)	13.47%
J. Kelly Allgood	63,777	(3)(4)	
Reuben V. Anderson	30,848	(3)(5)	
Adolphus B. Baker	12,500	(3)	
William C. Deviney, Jr.	22,566	(3)	
Duane A. Dewey	30,023	(14)	
C. Gerald Garnett	18,389	(3)	
Daniel A. Grafton	2,000	(6)	
Richard G. Hickson	395,570	(7)(15)	
Gerard R. Host	195,816	(8)(16)	
John M. McCullough	2,100	(17)	
James M. Outlaw, Jr.	55,045	(9)(18)	
Richard H. Puckett	89,264	(3)(10)	
R. Michael Summerford	2,900	(19)	
Harry M. Walker	176,305	(11)(12)(20)	
Zach L. Wasson	---	(25)	
Kenneth W. Williams	21,198	(3)	
William G. Yates, Jr.	28,612	(13)(21)(22)	
Directors and executive officers of Trustmark as a group	1,355,038	(23)(24)	2.3%

- (1) *Includes options exercisable within 60 days of March 1, 2007.*
- (2) *Includes 383,928 shares owned by the Robert M. Hearin Foundation, 2,956,862 shares owned by the Robert M. Hearin Support Foundation, 4,281,244 shares owned by Capitol Street Corporation, and 273,000 shares owned by Bay Street Corporation. Capitol Street Corporation is a 100% owned subsidiary of Galaxie Corporation, which may be deemed to be controlled by the Robert M. Hearin Support Foundation. Voting and investment decisions concerning shares beneficially owned by the Robert M. Hearin Foundation and the Robert M. Hearin Support Foundation are made by the Foundations' trustees: Robert M. Hearin, Jr., Matthew L. Holleman III, Daisy S. Blackwell, E.E. Laird, Jr., Laurie H. McRee and Alan W. Perry.*
- (3) *Includes 7,900 shares the individual has the right to acquire through the exercise of options granted under Trustmark's stock and incentive compensation plans.*
- (4) *Includes 750 shares owned by spouse as to which Mr. Allgood has no voting or investment control.*
- (5) *Includes 1,411 shares owned by spouse and children as to which Mr. Anderson has no voting or investment control.*
- (6) *Includes 2,000 shares as to which Mr. Grafton shares voting and investment power with his spouse.*
- (7) *Includes 2,000 shares as to which Mr. Hickson shares voting and investment power with his spouse.*
- (8) *Includes 21,469 shares owned by spouse and children as to which Mr. Host has no voting or investment control.*
- (9) *Includes 122 shares owned by spouse as to which Mr. Outlaw has no voting or investment control.*

- (10) Includes 79,714 shares owned by spouse and children as to which Mr. Puckett has no voting or investment control.
- (11) Includes 3,154 shares owned by children as to which Mr. Walker has no voting or investment control.
- (12) Includes 43,965 shares as to which Mr. Walker shares voting and investment power with his spouse.
- (13) Includes 12,276 shares as to which Mr. Yates shares voting and investment power with his spouse.
- (14) Includes 21,750 shares that Mr. Dewey has the right to acquire through the exercise of options and 6,000 shares of performance-based restricted stock with respect to which Mr. Dewey has sole voting power but which cannot be transferred prior to vesting.
- (15) Includes 299,250 shares that Mr. Hickson has the right to acquire through the exercise of options and 52,423 shares of performance-based restricted stock with respect to which Mr. Hickson has sole voting power but which cannot be transferred prior to vesting.
- (16) Includes 121,429 shares that Mr. Host has the right to acquire through the exercise of options and 26,902 shares of performance-based restricted stock with respect to which Mr. Host has sole voting power but which cannot be transferred prior to vesting.
- (17) Includes 1,900 shares that Mr. McCullough has the right to acquire through the exercise of options.
- (18) Includes 40,625 shares that Mr. Outlaw has the right to acquire through the exercise of options and 6,000 shares of performance-based restricted stock with respect to which Mr. Outlaw has sole voting power but which cannot be transferred prior to vesting.
- (19) Includes 1,900 shares that Mr. Summerford has the right to acquire through the exercise of options.

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- (20) Includes 111,318 shares that Mr. Walker has the right to acquire through the exercise of options and 6,000 shares of performance-based restricted stock with respect to which Mr. Walker has sole voting power but which cannot be transferred prior to vesting.
- (21) Includes 6,900 shares that Mr. Yates has the right to acquire through the exercise of options granted under Trustmark's stock and incentive compensation plans.
- (22) Includes 9,436 shares held by a corporation controlled by Mr. Yates for which he exercises voting rights.
- (23) Includes shares held directly or indirectly by 24 individuals: the persons listed herein, as well as Trustmark's other remaining executive officers, the Treasurer and Principal Financial Officer and the General Counsel/Secretary.
- (24) Includes 9,635 shares pledged as security.
- (25) Mr. Wasson served as Treasurer of Trustmark and Chief Financial Officer of Trustmark National Bank until he separated from Trustmark on November 28, 2006, and is, therefore, included in this table as required.

Section 16(a) Beneficial Ownership Reporting Compliance

During 2006, there was one late filing related to the late registration of C.P. Bryan as a Section 16(a) insider. Mr. Bryan's Form 3 was filed four days late.

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

Human Resources Committee. As described on page 3 of this proxy statement, Trustmark's Human Resources Committee of the Board of Directors (the Committee) is currently comprised of Messrs. Grafton (Chairman), Anderson, Deviney, Garnett and Summerford. The Committee operates under a written charter adopted by the Board of Directors. This charter is reviewed annually by the Committee and was last amended on October 10, 2006. The Board of Directors has determined that the members of the Committee are "non-employee directors" (within the meaning of Rule 16b-3 of the Exchange Act), "outside directors" (within the meaning of Section 162(m) of the Internal Revenue Code) and "independent directors" (within the meaning of Rule 4200(15) of the NASDAQ Marketplace Rules). In addition, no Committee member is a current or former associate of Trustmark or any of its subsidiaries.

The Committee's charter requires that members of the Committee possess certain competencies, although each member of the Committee is not required to possess all of these competencies. One or more members of the Committee must:

- demonstrate knowledge and understanding of human capital management issues, including corporate manager/officer selection, training, retention and succession planning,
- be familiar with all components of management compensation (such as base salary, annual incentives, stock options and other long-term incentives, perquisites and supplemental benefits), understanding the link between compensation and performance and how compensation can be used to support Trustmark's business strategy, and
- demonstrate an ability to select and assess corporate officers, including experience or ability in developing officer selection criteria and creating performance standards and evaluation processes.

Board and Committee Process. The Committee is charged with ensuring that policies and practices are in place to facilitate (i) the development of Trustmark's and its principal subsidiary, Trustmark National Bank's (the Bank), management talent, (ii) orderly CEO succession, (iii) the setting of management and director compensation at competitive levels and (iv) Trustmark's corporate social responsibility. One of the Committee's primary roles is to initiate, develop and recommend for approval by the Board the compensation of the CEO. The Committee's recommendation is based on its evaluation of the CEO's performance relative to annual corporate goals and objectives and in conjunction with comparative market data provided by the Committee's external compensation consultant and internal data provided by human resources personnel. For compensation of the other named executive officers, the CEO and Director of Human Resources make recommendations to the Committee that generally, with minor adjustments, are approved by the Committee

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and then recommended to the Board of Directors for review and approval. The Committee also administers Trustmark's equity-based compensation plans and deferred compensation plans. With respect to equity compensation awarded to other associates, the Committee reviews and recommends grants of stock options, performance-based restricted stock and time-vested restricted stock for approval by the Board, generally based upon the recommendation of the CEO. The Committee has delegated authority to the CEO to grant limited performance-based stock and option awards. The CEO and the Director of Human Resources interface with the Committee in connection with the Committee's executive compensation decision-making, providing comparative data as well as making recommendations. The Committee also reviews, on at least an annual basis, Trustmark's management talent levels and management succession planning.

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The CEO and the Director of Human Resources establish the agenda for committee meetings. The Committee reports regularly to the Board on matters relating to the Committee's responsibilities. In addition, the Committee follows regulatory and legislative developments and considers corporate governance best practices in performing its duties. In 2006, the Committee met seven times. The Committee periodically meets with the CEO and the Director of Human Resources to assess progress toward meeting objectives set by the Board for both annual and long-term compensation.

Benchmarking. The Committee is authorized to retain experts, consultants and other advisors to aid in the discharge of its duties. In accordance with the Committee's charter, the hiring of such advisors is at the Committee's discretion, except that the Chairman of the Committee must obtain approval of the Board for engagements that exceed \$10,000 annually. To ensure that Trustmark's compensation programs are properly benchmarked, the Committee engaged Wachovia Employer Solutions Group, a compensation consultant, that provided compensation information to aid in the determination of competitive levels of executive pay. The compensation information is obtained from surveys and proxy statements of financial institutions in the United States. Some of the financial institutions are part of the peer group in the performance graph included in Trustmark's Annual Report to shareholders accompanying this proxy statement. The compensation consultant provided specific compensation analysis and recommendations for the CEO and the President-General Banking for 2006 and has been engaged to provide market compensation comparisons (using both market data and peer data) of named executive officer positions for 2007. The compensation consultant participated in three committee meetings throughout the year and provided the Committee with data on market trends and overall compensation design. The Committee does not delegate authority to the compensation consultant nor other parties, other than the CEO for a limited number of equity awards. For purposes of benchmarking Trustmark's executive compensation in comparison to other companies with whom Trustmark competes for executive talent, in addition to the information provided by the compensation consultant, Trustmark's human resources personnel also prepare compensation analyses of different executive positions, based on other sources available to them. Data and materials for review by the Committee are prepared by human resources personnel using market data from both broad-based and targeted national compensation surveys. Additionally, financial institution-focused industry analyses based on a review of peer company proxy statement data, professional research consortiums and nationally recognized compensation databases are provided. Such sources may include companies which are not financial institutions.

Guiding Philosophy. The Committee's guiding philosophy is to attract and retain highly qualified executives and to motivate them to maximize shareholder value by achieving performance goals. The following objectives serve as guiding principles for all compensation decisions:

- Providing a competitive total compensation opportunity that will enable Trustmark to attract, retain and motivate highly qualified executives.
- Aligning compensation opportunities with shareholder interests by making a portion of each named executive officer's compensation dependent on Trustmark's performance with respect to return on equity and earnings per share of Trustmark, in addition to strategic drivers such as operating efficiency, revenue growth and credit quality.
- Providing an incentive for superior personal performance by making a portion of each named executive officer's compensation dependent on realizing individual performance objectives.
- Providing a strong emphasis on equity-based compensation and equity ownership, creating a direct link between shareholder and management interests.
- Ensuring that incentive compensation paid to named executive officers will normally be deductible for federal income tax purposes, but also recognizing that there are circumstances where deductibility is secondary and may not be obtained.
- Ensuring that policies and practices are in place to develop management talent, establish effective corporate governance and set management compensation at competitive levels.

In making determinations on the mix and amount of executive compensation, the Committee reviews all components of executive compensation, including base salary, annual cash bonuses, equity-based compensation, costs of perquisites and any other form of compensation received from Trustmark. The Committee believes that the total compensation opportunity available to members of management should consist of base salary, annual bonuses, equity-based compensation, retirement benefits, and perquisites, each of which is a standard compensation component for named executive officers at other financial institutions. The Committee reviews and recommends compensation levels for management based on Trustmark's

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performance, individual performance and experience, as well as market comparisons and company affordability. Based on its review, the Committee believes total compensation for Trustmark's named executive officers is generally in line with compensation levels for management of similar-sized financial institutions with Trustmark's level of corporate performance. The individual components of such compensation may be higher or lower in some cases.

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Allocation Among Components. Generally, the percentages of salary, bonus and equity-based compensation compared to total compensation are as follows:

	Typical Base Salary	Typical Bonus Target	Typical Equity Target
CEO, President-General Banking	45%	25%	30%
Other Named Executive Officers	55%	25%	20%

In allocating compensation among these elements, the Committee believes that the compensation of the senior-most levels of management (the levels of management having the greatest ability to influence Trustmark's performance) should be predominately performance-based, while lower levels of management should receive a greater portion of their compensation in base salary. In making this allocation, the Committee relies in part upon the comparative data provided by the compensation consultant and Trustmark's human resources personnel, and in part on the recommendations of the CEO.

Base Salaries. Base salary constitutes the foundation of each named executive officer's total compensation package and is the largest single component. Base salary is the only guaranteed cash payment the executive receives. Trustmark desires to provide its executive management with a level of assured cash compensation in the form of base salary that will attract and retain highly qualified executives. The Committee uses base salary to reward top performance, industry and job specific knowledge, experience and leadership ability.

The base salaries for Trustmark's named executive officers for 2006 were established in the first quarter of 2006 after Trustmark's 2005 financial information and performance was available. The Committee approved a mid-year increase in base salary for Mr. Outlaw in connection with his increased responsibilities managing the Texas banking operations following Trustmark's acquisition of Republic Bancshares of Texas, Inc. The compensation consultant evaluated competitive compensation levels and made recommendations for the CEO's compensation for 2006. In establishing the CEO's base salary, the Committee considered the compensation consultant's analysis of salaries paid to CEOs within the group of peer institutions and also considered the CEO's individual performance and contributions relative to Trustmark's corporate goals during 2005. The Committee recommended a 3% base salary increase for the CEO for 2006, consistent with the overall base salary increase available for all associates.

In establishing the base salaries of Trustmark's other named executive officers for 2006, the Committee considered the recommendations of the CEO. The CEO's recommendations were based on individual responsibility level, individual and company performance for 2005, total compensation history from 2001-2005 for each named executive officer, comparative market data for similar positions provided by the compensation consultant and human resources personnel, and a general understanding of executive compensation for the financial services industry. In evaluating performance for the other named executive officers for 2005 for the Committee, the CEO used the same metrics that were used for determining annual incentive plan awards (corporate drivers, strategic drivers and, for named executive officers in a particular business unit, line of business goals). The Committee considered each of these factors but did not assign a specific value to each factor. Furthermore, a subjective element is acknowledged in evaluating each officer's overall span of responsibility and control. After considering these factors, the Committee recommended a 3% increase in the base salaries for other named executive officers for 2006, with the exception of the Chief Financial Officer, who received a 10% base salary increase for 2006 to make his salary more competitive with the market.

Effective March 1, 2006, the Committee approved the following 2006 base salaries for named executive officers:

Name	2006 Base Salaries
Richard G. Hickson	\$ 705,550

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Gerard R. Host	\$ 360,500
Harry M. Walker	\$ 282,220
Duane A. Dewey	\$ 273,465
James M. Outlaw, Jr.	\$ 220,000
Zach L. Wasson	\$ 220,000

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Annual Cash Bonuses. The Committee's practice is to award cash bonuses based upon the achievement of performance objectives in accordance with an annual management incentive plan. Cash bonuses constitute the second largest component of each named executive officer's total compensation package and constitute the largest cash component tied specifically to company performance. Cash bonuses are designed to reward achieving company goals and objectives, the annual performance of Trustmark and individual business units and individual contributions to corporate and business unit results. Performance determines whether or not an executive will receive an annual cash bonus and may also result in an upward adjustment to his future base salary. Key features of the annual management incentive plan include the following:

- a primary emphasis on corporate performance as measured by return on equity and earnings per share,
- a qualitative assessment of strategic achievements in areas of management including operating efficiency, revenue growth, credit quality and net income, and
- a structured, objective approach to determine cash bonuses.

At the beginning of each year, the CEO recommends to the Committee cash bonus target levels for named executive officers stated as a percentage of base salary, utilizing predetermined goals such as return on equity and earnings per share. In addition to recommendations by the CEO, the Committee reviews market compensation data prepared by the compensation consultant and human resources personnel to ensure that target levels provide opportunity to earn bonuses and are competitive with Trustmark's peer institutions. The Committee then recommends these target levels for approval by the Board. The comparative data indicated that Trustmark's 2006 target levels for cash bonuses were competitive with the peer groups.

For 2006, target levels for named executive officers were based on varying measured weightings with respect to corporate performance, strategic operational drivers and business unit goals. For the CEO, target levels were weighted 75% on corporate performance (measuring actual results for earnings per share and return on equity compared to Trustmark's profit plan performance targets) and 25% on actual results for specific strategic operational drivers such as operating efficiency, revenue growth, credit quality and net income compared to Trustmark's profit plan. For named executive officers working in specific business units, target levels were weighted 40% on corporate performance goals, 30% on strategic operational drivers and 30% on specific business unit net income. For other named executive officers not working in a specific business unit, target levels were weighted 30% to 40% on corporate performance and 60% to 70% on strategic operational drivers.

Except in the case of the CEO, the named executive officer target levels for 2006 provided for cash bonus opportunities in the range of 40% to 60% of their base salaries. The cash bonus payout percentage, if any, ranged from a threshold (75%), to a target (100%) to a maximum (150%), depending on performance against the stated targets. In accordance with the management incentive plan, if the target corporate performance measures are not achieved, the Board may exercise its discretion to not award cash bonuses under the plan. The objective was to set bonus targets such that payouts under the management incentive plan at the target levels or slightly above are achievable.

In accordance with the terms of his employment agreement, the CEO's target level for 2006 was 70% of base salary with a potential maximum of 100% of base salary. In January 2007, the Committee reviewed Trustmark's actual performance in 2006 compared to target levels for corporate performance, strategic operational drivers and approved a bonus payout of approximately 93% of the cash bonus target potential for the CEO.

In prior years, the Committee exercised discretion under the management incentive plan to increase cash bonus payouts when the Committee felt an individual's performance warranted an increase. The only discretionary cash bonus made in 2006 was to Mr. Outlaw in connection with his increased responsibilities managing the Texas operations. For 2006, Trustmark awarded the following cash bonuses under the management incentive plan which were paid during the first quarter of 2007:

Name	2006 Annual Cash Bonus
Richard G. Hickson	\$ 457,568
Gerard R. Host	\$ 220,442
Harry M.	\$ 126,323

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Walker Duane A. Dewey	\$ 126,280
James M. Outlaw, Jr.	\$ 94,518

*Zach L. Wasson forfeited his 2006
Annual Cash Bonus when he
separated from Trustmark.*

Equity-Based Compensation. Trustmark believes strongly that equity-based awards are an integral part of total compensation for named executive officers and certain key managers with significant responsibility for Trustmark's long-term results. Equity-based awards constitute the largest non-cash component of each named executive officer's total compensation package and are tied specifically to company performance and return on equity. Historically, the primary form of equity compensation consisted of stock options. The Committee selected stock options because of the favorable accounting and tax treatments and the near universal expectation by executives in the financial services industry that they would receive this type of award. Beginning in 2005, in recognition of the trend among financial institutions toward performance-based equity compensation, to provide a stronger correlation between performance and incentive-based compensation without increasing Trustmark's costs and based on the advice of the compensation consultant, the Committee began granting performance-based restricted stock instead of stock options. In 2005, the Committee awarded performance-based restricted stock to the CEO and to the President-General Banking and stock options to the other named executive officers. In 2006, all named executive officers were granted performance-based restricted stock rather than stock options. The Committee believes that performance-based restricted stock grants, which are tied to the increase in value of Trustmark stock and return on equity, provide an effective means of delivering incentive compensation, a stable reward for achievement of long-term objectives and an effective means of executive retention. In establishing award levels, the Committee generally does not consider the equity ownership levels of the recipients or prior awards that are fully vested. The Trustmark Corporation 2005 Stock and Incentive Compensation Plan:

- authorizes the granting of restricted stock, restricted stock units, performance units, stock options, stock appreciation rights (SARs) and other incentive awards (payable in cash or shares), all of which may be made subject to the attainment of performance goals established by the Committee,
- provides for the ability to base an individual's performance goals on specified corporate and business unit criteria, and
- establishes the maximum amount of restricted stock, stock options, SARs, and other incentive awards that can be granted to a participant in any given year.

The Committee determines the annual dollar amount of equity compensation to award and then grants shares of performance-based restricted stock that have a fair market value equal to that amount on the date of grant based on an assumed 100% vesting. Effective January 2007, Trustmark began determining fair market value based upon the closing price of Trustmark stock on the date of determination. Prior to 2007, Trustmark determined fair market value based upon the average between the high and low price of Trustmark stock on the date of determination. With the exception of significant promotions and new hires, awards are generally made by the Committee at the first meeting of each year. For the 2006 fiscal year, awards were made on February 1, 2006. Awards are made as early as practicable in the year to maximize the time-period for achieving performance goals associated with the awards. The Committee's meeting schedule is determined several months in advance, so the proximity of any awards to earnings announcements or other market events is coincidental.

Restricted stock awards granted to named executive officers are "performance-vesting." For restricted stock to be earned, certain performance goals must be reached within the three-year period covered by the awards. The recipient must remain employed by Trustmark through the end of the performance period for restricted stock to vest. Performance goals are scaled so that the recipient can receive a partial award in the event that acceptable, but not the desired, results are achieved. Performance goals were approved by shareholders in connection with their approval in 2005 of the incentive compensation plan. Awards that are dependent upon the plan's performance goals are generally deductible for tax purposes.

For awards that were made in 2006, performance goals for the CEO and other named executive officers are the same. The awards vest based on the achievement of target percentages related to return on average equity (50%), with vesting up to and including 100%, and total shareholder return (50%), with vesting up to and including 100%, compared to a defined peer group. The performance period began January 1, 2006, and continues through December 31, 2008. The targets for performance goals reflect Trustmark's confidential strategic plans, and are not disclosed publicly for competitive reasons.

In the event of an executive's death, disability, retirement at or after age 65, termination by Trustmark without cause, termination by the executive for good reason or the occurrence of a change in control, partial vesting occurs based on return on average equity and total shareholder return through the end of the calendar quarter prior to such event. If a greater than 100% vesting level with respect to the return on average equity and total shareholder return targets is achieved in the aggregate (with the maximum being 200%) for an executive who remains employed for the entire performance period, an additional award of service-based restricted stock

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(excess shares) will be issued. The number of excess shares issued equals the number of shares awarded initially to that executive multiplied by the vesting percentage over 100%. Any such awarded excess shares will vest on December 31, 2011. Accelerated vesting of excess shares may also occur on the executive's death, disability, retirement at or after age 65, termination by Trustmark without cause, termination by the executive for good reason or the occurrence of a change in control. Dividends on any performance-based restricted stock, as well as any excess shares issued, are accumulated and will vest and be paid only when and to the extent the shares vest.

Named executive officers received equity-based grants in 2006 as follows (based on a \$28.25 per share value):

Name	2006 Equity-Based Grants
Richard G. Hickson	\$ 494,375
Gerard R. Host	\$ 254,250
Harry M. Walker	\$ 84,750
Duane A. Dewey	\$ 84,750
James M. Outlaw, Jr.	\$ 84,750

*Zach L. Wasson forfeited his 2006
Equity-Based Grant when he
separated from Trustmark.*

For performance-based restricted stock awards that are made in 2007, the Committee decided to retain the approach used in 2006, except that the ROAE performance goal will be changed to a return on average tangible equity (ROATE). Tangible equity excludes identifiable intangible assets, which means that performance is not unduly reduced by acquisitions requiring the booking of intangible assets (such as the Republic Bancshares of Texas, Inc. acquisition). This change was made because the Committee believes the ROATE target more accurately reflects Trustmark's performance in accordance with its strategic plans.

Severance Benefits. Trustmark believes that companies should provide reasonable severance benefits to associates. With respect to Messrs. Hickson, Host and Walker, these severance benefits should reflect the fact that it may be difficult for senior executives to find comparable employment within a short period of time. The Committee believes that the company should separate itself from the former associate as soon as practicable. The Committee prefers to pay a lump-sum severance payment rather than provide salary continuation payments.

Executive Deferral Plan. Trustmark maintains a supplemental retirement plan to provide additional retirement benefits to executives. The plan enables the executives to receive retirement benefits equal to 50% of their covered salaries (as opposed to an arbitrary compensation limit set for tax qualified retirement plans). The Committee believes the plan is competitive with Trustmark's peer financial institutions. The supplemental retirement plan is described in more detail under "Executive Deferral Plan" on page 22.

Employment Agreements. Executive management has contributed significantly to the success of Trustmark, and the Committee believes that it is important to protect them in the event of a change in control. Further, the Committee believes that the interests of shareholders will be best served if the interests of executive management are aligned with theirs, and providing change in control benefits should eliminate, or at least reduce, the reluctance of executive management to pursue potential change in control transactions that may be in the best interests of shareholders. Messrs. Hickson, Host and Walker have change in control agreements in their employment agreements with Trustmark. Relative to the overall value of Trustmark, these potential change in control benefits are relatively minor. The cash components of the change in control benefits are paid in a lump-sum and relate to the executive's base salary immediately prior to termination plus the highest annual bonus amount earned in any of the three years preceding the year of the change in control for Mr. Hickson and in any of the two years preceding the year of the change in control for Messrs. Host and Walker. In addition, Mr. Hickson is entitled to have his home purchased by Trustmark under certain circumstances if

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he is unable to sell his home after termination following a change in control. The employment agreements entered into with Messrs. Hickson, Host and Walker are described under "Employment Agreements" on page 25, and the amounts which would have been payable assuming a termination event at December 31, 2006, are shown in the Potential Payments Upon Termination or Change in Control table on page 24.

Trustmark's change in control benefits are "double trigger," which means that the benefits under them are payable only if the executive's employment is terminated other than for cause, death, disability or retirement or if the executive resigns for good reason within three years after a change in control for Mr. Hickson and within two years for Messrs. Host and Walker. In the event of a termination following a change in control, health and other insurance benefits continue for one year corresponding to termination benefits and all unvested stock options immediately vest. In addition, terminated associates would be entitled to receive any benefits that they otherwise would have been entitled to receive under the 401(k) plan, pension plan (Trustmark Capital Accumulation Plan) and supplemental retirement plan (Executive Deferral Plan), although those benefits are not increased or accelerated. Trustmark believes that these levels of benefits are consistent with the general practice among its peers, although a study has not been conducted to confirm this. The Committee has determined that a gross up payment to make an executive whole for any golden parachute excise tax is not currently appropriate. The Committee also believes that an executive should receive the entire change in control benefits which he or she expects; thus, it does not believe that an executive's change in control benefits should be reduced to avoid the golden parachute excise tax, or to avoid non-deductibility of excess parachute payments by Trustmark, unless a reduction will cause the executive to receive more after-tax than without a reduction.

Perquisites; Other Compensation. Perquisites received by the CEO and other named executive officers are reviewed annually. Generally, Trustmark limits the types of perquisites offered to named executive officers as shown in the All Other Compensation for 2006 table on page 19. In addition to the cash and equity compensation described above, named executive officers received the same benefit package available to all salaried associates. This package includes:

- health and dental insurance (portion of costs),
- basic life insurance,
- long-term disability insurance,
- participation in the Trustmark Capital Accumulation Plan (previously known as the Pension Plan through December 31, 2006), and
- participation in Trustmark's 401(k) plan, including a company match.

Trustmark also provides retirement and change of control benefits described above. Consistent with other financial institutions in its peer group, Trustmark encourages executive management to belong to a golf or social club so that there is an appropriate entertainment forum for customers and appropriate interaction with the executives' communities. Trustmark pays the initiation fee and annual dues for a club membership for each of the named executive officers. Relocation benefits are also reimbursed but are individually negotiated when they occur.

Deductibility of Compensation. The Committee carefully considers Section 162(m) of the Internal Revenue Code of 1986, as amended, which provides certain criteria for the tax deductibility of compensation in excess of \$1 million paid to Trustmark's named executive officers. The Committee believes it is in Trustmark's best interest, and that of its shareholders, to comply with the requirements of Section 162(m), but the Committee intends to preserve the flexibility to reward named executive officers consistent with Trustmark's compensation philosophy for each compensation element. It is the Committee's intent that grants of stock options, performance-based restricted stock and other incentive awards made pursuant to Trustmark's stock and incentive compensation plans comply with the deductibility requirements of Section 162(m) or be in amounts that normally would not be expected to cause non-deductibility under Section 162(m). However, the Committee believes the retention of discretion to make or adjust bonus or incentive awards after the fact is conducive to attaining the best financial and strategic results for Trustmark. For that reason, Trustmark's annual bonus program is currently designed to provide compensation that may not be deductible under Section 162(m) where a named executive's total compensation, which is not performance-based compensation for Section 162(m) purposes, exceeds \$1,000,000 and hence, is subject to the \$1,000,000 deduction limit under Section 162(m). For 2006, Section 162(m) did not limit the deductibility of any compensation paid to named executive officers. At the current time, the Committee anticipates that the only compensation that may not be fully deductible in the future under Section 162(m) is that of the CEO.

Stock Ownership Guidelines. Trustmark does not have specific established stock ownership guidelines for any of its officers. The Board believes that management's current ownership of Trustmark stock provides adequate incentives for long-term performance without imposing specific ownership requirements.

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Summary Compensation Table for 2006

The following table summarizes the compensation components for the CEO and each of the next five most highly compensated executive officers, including Mr. Wasson, who separated from Trustmark on November 28, 2006. The table includes base salary, cash incentives paid or accrued for 2006, as well as amounts for equity awards (stock and option awards), retirement benefits and other miscellaneous compensation. Amounts for equity awards reflect the dollar amounts recognized by Trustmark for financial reporting purposes, not amounts actually received by the named executive officer and include awards granted in and prior to 2006, including performance-based restricted stock awards that vest only if the related performance measures are achieved. The retirement benefit dollars reflected below represent the change in the present value of potential future benefits the officer might receive upon vesting.

Name and Principal Position	Year	Salary (\$)	Bonus (\$)(1)	Stock Awards (\$)(2)	Option Awards (\$)(2)	Change in Pension Value and Non-Equity Incentive Plan Compensation			Total (\$)
						Non-qualified Deferred Earnings (\$)(4)	All Other Compensation (\$)(5)	Other Compensation (\$)	
Richard G. Hickson <i>Chairman, President and CEO, Trustmark Corporation; Chairman and CEO, Trustmark National Bank</i>	2006	\$ 702,152	---	375,846	147,645	457,568	363,491	53,987	2,100,689
Gerard R. Host (6) <i>President General Banking, Trustmark National Bank</i>	2006	\$ 358,752	---	\$ 192,551	\$ 82,025	\$ 220,442	\$ 9,786	\$ 16,039	\$ 879,595
Harry M. Walker <i>President Jackson Metro, Trustmark National Bank</i>	2006	\$ 280,861	---	\$ 26,545	\$ 68,849	\$ 126,323	\$ 21,959	\$ 16,638	\$ 541,175
Duane A. Dewey <i>President Wealth Management, Trustmark National Bank</i>	2006	\$ 272,148	---	\$ 26,545	\$ 62,667	\$ 126,280	\$ 40,950	\$ 15,848	\$ 544,438