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MIDSOUTH BANCORP INC  
Form S-8 POS  
February 27, 2004

As filed with the Securities and Exchange Commission on February 27, 2004.

Registration No. 333-27949

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

AMENDMENT NO. 1  
TO  
FORM S-8

REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

MidSouth Bancorp, Inc.  
(Exact name of Registrant as specified in its charter)

Louisiana  
(State or other jurisdiction of  
incorporation or organization)

72-1020809  
(I.R.S. Employer  
Identification No.)

102 Versailles Boulevard  
Lafayette, Louisiana 70501  
(337) 237-8343  
(Address, including zip code, and telephone number, including  
area code, of Registrant's principal executive offices)

MidSouth Bancorp, Inc. 1997 Stock Incentive Plan  
(Full title of the plan)

C. R. Cloutier  
MidSouth Bancorp, Inc.  
P. O. Box 3745  
Lafayette, Louisiana 70502  
(337) 237-8343  
(Name, address, including zip code, and telephone number,  
including area code, of agent for service)

With a Copy to:  
Anthony J. Correro, III  
Correro Fishman Haygood Phelps Walmsley & Casteix, L.L.P.  
201 St. Charles Avenue, 46th Floor  
New Orleans, Louisiana 70170-4600  
(504) 586-5252

CALCULATION OF REGISTRATION FEE

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Title Of Securities To Be Registered	Amount Of Additional Securities To Be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	R
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Common Stock, \$0.01 Par Value	122,875 Shares (1)	\$35.50 (2)	\$4,362,062.50
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- (1) Upon a stock split, stock dividend or similar transaction during the effectiveness of this Registration Statement, as amended, the total number of shares registered shall be automatically increased to cover the additional shares in accordance with Rule 416(a) under the Securities Act of 1933. The Registrant has already registered 150,000 shares and paid a Registration Fee of \$590.91, pursuant to the Registrant's original Registration Statement relating to the Plan on Form S-8 (Registration No. 333-27949) filed on May 29, 1997. Therefore, as of the date hereof, the Registrant will have registered a total of 272,875 shares relating to the Plan.
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) and (h) under the Securities Act of 1933, based on the average of the high and low selling prices of the Common Stock as reported on the American Stock Exchange on February 23, 2003.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

This Amendment No. 1 to Registration Statement on Form S-8 is being filed pursuant to General Instruction E to Form S-8 (Registration of Additional Shares) under the Securities Act to register additional shares of the MidSouth Bancorp, Inc.'s Common Stock issuable pursuant to the Plan. As permitted by General Instruction E to Form S-8, this Amendment No. 1 to Registration Statement omits certain information otherwise required by Form S-8. Unless otherwise noted herein, this Amendment No. 1 to Registration Statement incorporates by reference the contents of MidSouth Bancorp, Inc.'s Registration Statement relating to the Plan on Form S-8 (Registration No. 333-27949), and all exhibits thereto, which was filed with the Commission on May 29, 1997.

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Item 8. Exhibits.

The following exhibits are filed as part of this Amendment No. 1 to Registration Statement:

Exhibit Number	Description of Exhibit
4.1	Amended and Restated Articles of Incorporation of the Registrant (incorporated by reference to Exhibit 3.1 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 1993).
4.2	Articles of Amendment to Amended and Restated Articles of Incorporation dated July 19, 1995 (incorporated by reference to Exhibit 4.2 to the Registrant's Registration Statement on Form S-8 filed with the Commission on September 20, 1995).

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- 4.3 Amended and Restated By-laws of the Registrant (incorporated by reference to Exhibit 3.2 to Amendment No. 1 to the Registrant's Registration Statement on Form S-4/A (Reg. No. 33-58499) filed June 1, 1995).
- 4.4 The Registrant agrees to furnish to the Commission on request a copy of the instruments defining the rights of the holder of its long-term debt, which debt does not exceed 10% of the total consolidated assets of the Registrant.
- 4.5 MidSouth Bancorp, Inc. 1997 Stock Incentive Plan (incorporated by reference to the Registrant's Definitive Proxy Statement filed April 11, 1997, to which the MidSouth Bancorp, Inc. 1997 Stock Incentive Plan is attached).
- 5.0 Opinion of Correro Fishman Haygood Phelps Walmsley & Casteix, L.L.P.
- 23.1 Consent of Deloitte & Touche LLP.
- 23.2 Consent of Counsel (included in Exhibit 5.0).

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Amendment No. 1 to Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Lafayette, State of Louisiana, on February 27, 2004.

MIDSOUTH BANCORP, INC.

By: /s/ C. R. Cloutier

-----  
 C. R. Cloutier  
 President, Chief Executive Officer and  
 Director

Pursuant to the requirements of the Securities Act of 1933, as amended, this Amendment No. 1 to Registration Statement has been signed by the following persons in the capacities and on the date indicated.

Signature -----	Title -----	Date ----
/s/ C. R. Cloutier ----- C. R. Cloutier	President, Chief Executive Officer (Principal Executive Officer) and Director	February 27, 2004
/s/ Karen L. Hail ----- Karen L. Hail	Chief Financial Officer (Principal Financial Officer) and Director	February 27, 2004
/s/ Teri S. Stelly ----- Teri S. Stelly	Contoller (Principal Accounting Officer)	February 27, 2004

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* ----- J. B. Hargroder	Director	February 27, 2004
* ----- Milton B. Kidd, III	Director	February 27, 2004
* ----- William M. Simmons	Director	February 27, 2004
* ----- James R. Davis	Director	February 27, 2004

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* ----- Clayton P. Hilliard	Director	February 27, 2004
* ----- William G. Charbonnet, Sr.	Director	February 27, 2004

\* By:       /s/ Karen L. Hail  
-----  
          Karen L. Hail  
          Attorney-In-Fact

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INDEX TO EXHIBITS

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