

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

**FORM 144
NOTICE OF PROPOSED SALE OF SECURITIES
PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933**

ATTENTION: Transmit for filing 3 copies of this form concurrently with either placing an order with a broker to execute sale or executing a sale directly with a market maker.

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| OMB APPROVAL OMB Number: 3235-0101 Expires: June 30, 2020 Estimated average burden hours per response 1.00 | |
| SEC USE ONLY DOCUMENT SEQUENCE NO. | |
| CUSIP NUMBER | |
| WORK LOCATION | |

| | | | |
|---|--|---|---------------------------------------|
| 1 (a) NAME OF ISSUER (Please type or print) HANCOCK WHITNEY CORPORATION | | (b) IRS IDENT. NO. 64-0693170 | (c) S.E.C. FILE NO. 0-13089 |
| 1 (d) ADDRESS OF ISSUER 2510 14TH STREET | | CITY GULFPORT | STATE MS |
| 2 (a) NAME OF PERSON FOR WHOM ACCOUNT THE SECURITIES ARE TO BE SOLD JOHN HAIRSTON | | RELATIONSHIP TO ISSUER 2510 14TH STREET | CITY GULFPORT |
| | | STATE MS | ZIP CODE 39501 |
| | | AREA CODE | NUMBER |
| | | STATE | ZIP CODE |

INSTRUCTION: The person filing this notice should contact the issuer to obtain the I.R.S. Identification Number and the S.E.C. File Number.

| 3 (a) Title of the Class of Securities To Be Sold | (b) Name and Address of Each Broker Through Whom the Securities are to be Offered or Each Market Maker who is Acquiring the Securities | SEC USE ONLY | | (c) Number of Shares or Other Units To Be Sold (See instr. 3(c)) | (d) Aggregate Market Value (See instr. 3(d)) | (e) Number of Shares or Other Units Outstanding (See instr. 3(e)) | (f) Approximate Date of Sale (See instr. 3(f)) (MO. DAY YR.) | (g) Name of Each Securities Exchange (See instr. 3(g)) |
|---|--|---------------------------|--|--|--|---|--|--|
| Common | HANCOCK WHITNEY INVESTMENT SERVICES 525 FLORIDA AVE SW DENHAM SPRINGS LA 70726 | Broker-Dealer File Number | | 26,473 | \$1,212,463 | 86,369,000 | 7/22/22 | NASDAQ |

INSTRUCTIONS:

- (a) Name of issuer

(b) Issuer's I.R.S. Identification Number

(c) Issuer's S.E.C. file number, if any

(d) Issuer's address, including zip code

(e) Issuer's telephone number, including area code
- (a) Name of person for whose account the securities are to be sold

(b) Such person's relationship to the issuer (e.g., officer, director, 10% stockholder, or member of immediate family of any of the foregoing)

(c) Such person's address, including zip code
- (a) Title of the class of securities to be sold

(b) Name and address of each broker through whom the securities are intended to be sold

(c) Number of shares or other units to be sold (if debt securities, give the aggregate face amount)

(d) Aggregate market value of the securities to be sold as of a specified date within 10 days prior to the filing of this notice

(e) Number of shares or other units of the class outstanding, or if debt securities the face amount thereof outstanding, as shown by the most recent report or statement published by the issuer

(f) Approximate date on which the securities are to be sold

(g) Name of each securities exchange, if any, on which the securities are intended to be sold

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1147 (08-07)
1.748092.112

TABLE I — SECURITIES TO BE SOLD

Furnish the following information with respect to the acquisition of the securities to be sold and with respect to the payment of all or any part of the purchase price or other consideration therefor:

| Title of the Class | Date you Acquired | Nature of Acquisition Transaction | Name of Person from Whom Acquired (If gift, also give date donor acquired) | Amount of Securities Acquired | Date of Payment | Nature of Payment |
|--------------------|--|-----------------------------------|--|---|-----------------|-------------------|
| Common | <input checked="" type="checkbox"/> 1/9/2020 <input type="checkbox"/> 1/11/2019 <input type="checkbox"/> 1/11/2019 <input type="checkbox"/> 11/28/2014 <input type="checkbox"/> 12/17/2004 <input type="checkbox"/> 12/3/2014 <input type="checkbox"/> 05/19/2005 <input type="checkbox"/> 01/25/2012 | Stock Grants | ISSUER | 12,213 415 4,831 6,000 1,120 540 600 754 | | Incentive Grants |

INSTRUCTIONS:

If the securities were purchased and full payment therefor was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid.

TABLE II — SECURITIES SOLD DURING THE PAST 3 MONTHS

Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.

| Name and Address of Seller | Title of Securities Sold | Date of Sale | Amount of Securities Sold | Gross Proceeds |
|--|-----------------------------|--------------|---------------------------|----------------|
| JOHN HAIRSTON 2510 14TH STREET GULFPORT MS 39501 | HANCOCK WHITNEY CORPORATION | NA | NA | NA |

REMARKS:

INSTRUCTIONS:

See the definition of "person" in paragraph (a) of Rule 144. Information is to be given not only as to the person for whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information shall be given as to sales by all persons whose sales are required by paragraph (c) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

ATTENTION: The person for whose account the securities to which this notice relates are to be sold hereby represents by signing this notice that he does not know any material adverse information in regard to the current and prospective operations of the issuer of the securities to be sold which has not been publicly disclosed. If such person has adopted a written trading plan or given trading instructions to satisfy Rule 10b5-1 under the Exchange Act, by signing the form and indicating the date that the plan was adopted or the instruction given, that person makes such representation as of the plan adoption or instruction date.

DATE OF NOTICE

7/22/22

DATE OF PLAN ADOPTION OR GIVING OF INSTRUCTION,
IF RELYING ON RULE 10b5-1

(SIGNATURE)

The notice shall be signed by the person for whose account the securities are to be sold. At least one copy of the notice shall be manually signed. Any copies not manually signed shall bear typed or printed signatures.

ATTENTION: Intentional misstatements or omission of facts constitute Federal Criminal Violations (See 18 U.S.C. 1001)

RULE 144/145 SELLER'S REPRESENTATION LETTER FOR AFFILIATES OF THE ISSUER☒ Rule 144 ☐ Rule 145

Please complete this form if you are selling or have sold securities under the Securities Act of 1933. Return the completed form to your Broker.
If you have any questions, please call your Broker/Dealer

Hancock Whitney Investment Services

("BROKER")

John M. Hairston

ACCOUNT OWNER NAME

JOINT OWNER (IF ANY)

1. CERTIFICATION

In connection with the proposed sale by me of 26,473 shares of Common Stock of HWC ("the Company"), pursuant to applicable rule of the Securities Act of 1933, I hereby represent to you that:

- A) I confirm that the company is not, and has not been, a shell issuer as described in Rule 144(i)(1).
 B) I confirm to you that "the Company" is in compliance with the 1934 Act current public information reporting requirements contained in Rule 144(c)(1).
 C) I have not made, and will not make, any payments in connection with the execution of the above order to any persons other than Broker.
 D) I have not solicited or arranged for the solicitation of orders to buy in anticipation of or in connection with this transaction.
 E) I have sold 0 shares of the Company within the preceding three (3) months and I have no sale orders open with any broker, and will not place any pending execution or cancellation of this order.
 F) To the best of my knowledge, members of my immediate family and others with whom I am acting in concert or whose sales are required to be aggregated with sales by me pursuant to the rule have sold 0 shares of the Company stock within the preceding three (3) months.
 G) In the event that any or all of the securities I am selling are restricted securities as defined in paragraph (a)(3) of Rule 144, I warrant that I have beneficially owned these securities for a period of at least six (6) months as computed in accordance with paragraph (d) of Rule 144.
 H) I have filed, or have caused to be filed, a duly executed Form 144 (and two copies) with the U.S. Securities and Exchange Commission, and, if applicable, a copy with the corresponding Securities Exchange in full compliance with Rule 144. The form is accurate and complete.
 I) I affirm that I am an affiliate of the issuer, as that term is used in Rule 144(a)(1) and do not have any material information about the issuer of these securities that has not been publicly disclosed. If prior to the completion of the execution of this sale order I obtain any such information, I will forthwith notify you so that you may terminate my sales until after it has been publicly disclosed.
 J) I understand that you will not pay me the net proceeds of the sale made pursuant to this order until the certificates representing the securities sold have been transferred by the issuer or its transfer agent at the issuer's instructions to the purchasers or to you, for the delivery to the purchaser, and until you have been paid in full by the buying brokers. I also understand at my risk and for my account that if for any reason the shares being sold cannot be transferred in a timely manner, you will be required to purchase shares in the open market to cover my sale.

I hereby accept responsibility for any such buy-in and any deficit resulting therefrom.

2. SIGNATURE

I am familiar with Rule 144 and Rule 145 of the Securities Act of 1933, as amended, and agree that you may rely upon the above statements in executing the order referred to above. I declare I have answered the questions on this form honestly and to the best of my knowledge. I understand that National Financial Services LLC ("NFS") or Broker will use this information to assist me with selling these securities. I will not hold NFS or Broker liable for any misinformation I provide or for any losses related to transactions initiated in reliance upon this form.

X

Signature of Owner

7,22,2022

Date

John M. Hairston

Print Name

X

Signature of Joint Owner (If any)

Date

Print Name



July 22, 2022

Securities and Exchange Commission
100F. Street NE
Washington, DC 20549

RE: Rule 144 Sale

Dear Madam or Sir:

Please find enclosed an original and two copies of Form 144, Seller's Representation Letter and Broker's Representation Letter concerning the sale pursuant to Rule 144 of 26,473 shares common stock of Hancock Whitney Company by John M. Hairston.

Sincerely,

Adam W. Wood, CFP®
Vice President, Senior Investment Consultant
Private Wealth Management
2510 14th Street, 2nd floor | Gulfport, MS 39501
Office 228-563-5738
Fax 228-822-4585
adam.wood@hancockwhitney.com
www.hancockwhitney.com

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Investments and Insurance Products:

| | | | |
|--|------------------|-------------------|-----------------|
| NO BANK GARANTEE | NOT A DEPOSIT | MAY LOSE VALUE | NO FDIC INSURED |
| NOT INSURED BY FEDERAL GOVERNMENT AGENCY | | | |



July 22, 2022

NASDAQ Stock Market
805 King Farm Blvd.
Rockville, MD 20850

RE: Rule 144 Sale

Dear Madam or Sir:

Please find enclosed an original and two copies of Form 144, Seller's Representation Letter and Broker's Representation Letter concerning the sale pursuant to Rule 144 of 26,473 shares common stock of Hancock Whitney Company by John M. Hairston.

Sincerely,

Adam W. Wood, CFP®
Vice President, Senior Investment Consultant
Private Wealth Management
2510 14th Street, 2nd floor | Gulfport, MS 39501
Office 228-563-5738
Fax 228-822-4585
adam.wood@hancockwhitney.com
www.hancockwhitney.com

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Investments and Insurance Products:

| | | | |
|--|------------------|-------------------|-----------------|
| NO BANK GARANTEE | NOT A DEPOSIT | MAY LOSE VALUE | NO FDIC INSURED |
| NOT INSURED BY FEDERAL GOVERNMENT AGENCY | | | |

Account Number

J R M 0 0 0 3 6 3

Broker's Representation

Provide the
broker/dealer name.

Correspondent Name "Broker"

HANCOCK WHITNEY INVESTMENT SERVICES, INC.

- Check one. ☒ Rule 144
☐ Rule 145
☐ Rule 701(g)(3)

1. Certification

In connection with a proposed sale of 26473 shares of Common Stock of HANCOCK WHITNEY CORP
Number of Shares Company Name

(the "Company") through Broker by JOHN HAIRSTON (the "Client"), which sale will be
Client Name

made pursuant to the rule, as promulgated under the Securities Act of 1933, we advise you as follows:

1. Broker will fully comply with its obligations under the "Manner of Sale" provisions, as contained in paragraph (f) of the rule.
2. Broker will receive no more than the usual and customary broker or dealer compensation.
3. Broker will not solicit nor arrange for the solicitation of orders to buy the securities in anticipation of or in connection with the transaction.
4. Broker will make reasonable inquiry as required by the rule to insure the Client is complying with the rule.

2. Signature and Date

Print Broker Name First, M.I., Last

ADAM WOOD

Broker Signature

SIGN

Date MM-DD-YYYY

7/22/22