

1368567  
OMB APPROVAL  
OMB Number: 3235-0076  
Expires:  
Estimated average burden  
hours per response.....16.00

FORM D JUN 29 2006

NOTICE OF SALE OF SECURITIES  
PURSUANT TO REGULATION D  
SECTION 4(6), AND/OR  
UNIFORM LIMITED OFFERING EXEMPTION



Name of Offering (  check if this is an amendment and name has changed, and indicate change.)

Filing Under (Check box(es) that apply):  Rule 504  Rule 505  Rule 506  Section 4(6)  ULOE  
Type of Filing:  New Filing  Amendment

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer (  check if this is an amendment and name has changed, and indicate change.)  
STATE CAPITAL CORP.

Address of Executive Offices 618 Crescent Boulevard, Ridgeland, MS 39157	(Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code) 601-605-3544
Address of Principal Business Operations (if different from Executive Offices) 916 Hwy. 82, Greenwood, MS 38930	(Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code) 662-453-6811

Brief Description of Business  
Bank Holding Company of Mississippi-chartered bank, State Bank & Trust Company

Type of Business Organization  
 corporation  limited partnership, already formed  other (please specify):  
 business trust  limited partnership, to be formed

PROCESSED  
JUL 13 2006  
THOMSON  
FINANCIAL

Actual or Estimated Date of Incorporation or Organization: 07 811  Actual  Estimated  
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:  
CN for Canada; FN for other foreign jurisdiction)

GENERAL INSTRUCTIONS

**Federal:**  
*Who Must File:* All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

*When To File:* A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

*Where To File:* U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

*Copies Required:* Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

*Information Required:* A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

*Filing Fee:* There is no federal filing fee.

**State:**  
This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

1 of 9  
RT

**FORM D**

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

SEC MAIL RECEIVED  
JUN 29 2006  
WASHINGTON DC  
SECTION

**OMB APPROVAL**  
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**SECTION 4(6), AND/OR**  
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**SEC USE ONLY**  
Prefix \_\_\_\_\_ Serial \_\_\_\_\_  
DATE RECEIVED \_\_\_\_\_

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Actual or Estimated Date of Incorporation or Organization: Month Year  Actual  Estimated  
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Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:  
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**FORM D**

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

RECEIVED  
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MAIL ROOM  
SECTION

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