

COLE M RAY JR
Form 4
March 26, 2013

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
COLE M RAY JR

2. Issuer Name and Ticker or Trading Symbol
FIRST BANCSHARES INC /MS/ [FBMS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
8 AUBURN LANE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/01/2010

Director 10% Owner
 Officer (give title below) Other (specify below)
PRESIDENT

HATTIESBURG, MS 39402

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
SERIES D NONVOTING CONVERTIBLE PREFERRED STOCK ⁽¹⁾	03/22/2013		P		976	A	\$ 10.25
COMMON STOCK ⁽²⁾	08/01/2010		A		2,853	A	\$ 0
COMMON STOCK ⁽³⁾	02/01/2011		A		4,105	A	\$ 0
COMMON STOCK ⁽⁴⁾	03/01/2012		A		5,514	A	\$ 0

COMMON STOCK ⁽⁵⁾ 03/01/2013 A 4,460 A \$ 0 34,488 D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COLE M RAY JR 8 AUBURN LANE HATTIESBURG, MS 39402	X		PRESIDENT	

Signatures

M. Ray Cole, Jr. 03/26/2013
 **Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Shareholders of common stock of The First Bancshares, Inc. will vote on a proposal to convert the preferred shares into an equal number of common shares at a Shareholder's Meeting to be held on May 23, 2013, or as soon as practicable.
- (2) Restricted stock award, subject to forfeiture, vesting on 8-1-13, as previously disclosed in the Company's Proxy Statement on 4-25-11.
- (3) Restricted stock award, subject to forfeiture, vesting on 2-1-14, as previously disclosed in the Company's Proxy Statement on 4-25-11.

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- (4) Restricted stock award, subject to forfeiture, vesting on 3-1-15, as previously disclosed in the Company's Proxy Statement on 4-23-12.
- (5) Restricted stock award, subject to forfeiture, vesting on 3-1-16.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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