MITCHELL GREG Form 4

March 26, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

OMB APPROVAL

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

Issuer

January 31, 2005

0.5

Estimated average burden hours per

response...

subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

if no longer

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

2. Issuer Name and Ticker or Trading

Symbol

1(b).

(Print or Type Responses)

MITCHELL GREG

1. Name and Address of Reporting Person *

See Instruction

			FIRST BANCSHARES INC /MS/ [FBMS]					(Check all applicable)					
(Last) (First) (Middle) 1200 THIRD AVE.			3. Date of Earliest Transaction (Month/Day/Year) 02/01/2011					X Director 10% Owner Officer (give title below) Other (specify below)					
(Street) PICAYUNE, MS 39466			4. If Amendment, Date Original Filed(Month/Day/Year)				Applica _X_ Fo	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City) (State) (Zip)			(Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									
	1.Title of Security (Instr. 3)		action Date Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	(Instr. 3,	ispose	d of (D)	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)		
	SERIES D NON VOTING CONVERTIBLE PREFERRED STOCK (1)	03/22/2	2013		P	391	A	\$ 10.25	391	D			
	COMMON STOCK (2)	02/01/2	2011		A	1,000	A	\$ 0	2,610	D			
	COMMON STOCK (3)	03/01/2	2012		A	1,000	A	\$ 0	3,610	D			
	COMMON STOCK (4)	03/01/2	2013		A	1,000	A	\$0	4,610	D			

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

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SEC 1474 (9-02)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	•
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transac	tionNumber	Expiration D	ate	Amou	ınt of	Derivative	j
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	į
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8) Derivative	e		Secur	ities	(Instr. 5)	i
	Derivative				Securities	1		(Instr.	3 and 4)		(
	Security				Acquired						1
					(A) or						į
					Disposed						
					of (D)						
					(Instr. 3,						
					4, and 5)						
									Amount		
									or		
						Date	Expiration	Title	Number		
						Exercisable	Date		of		
				Code V	V (A) (D)				Shares		

Reporting Owners

Panarting Owner Name / Address	Relationships
Reporting Owner Name / Address	

Director 10% Owner Officer Other

MITCHELL GREG 1200 THIRD AVE. X

Signatures

PICAYUNE, MS 39466

Greg Mitchell 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, subjet to forfeiture, vesting on 2-1-14, as previously disclosed in the Company's Proxy Statement on 4-25-11.
- (3) Restricted stock award, subjet to forfeiture, vesting on 3-1-15, as previously disclosed in the Company's Proxy Statement on 4-23-12.
- (4) Restricted stock award, subjet 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. 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 number.

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