**GIBSON E RICKY** Form 4

### May 31, 2013 FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** 

OMB 3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

if no longer subject to Section 16. Form 4 or

Check this box

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1. Name and Address of Reporting Person \*

1(b).

2. Issuer Name and Ticker or Trading **GIBSON E RICKY** Issuer Symbol FIRST BANCSHARES INC /MS/ (Check all applicable) [FBMS] (Last) (First) (Middle) 3. Date of Earliest Transaction \_X\_\_ Director 10% Owner X\_ Officer (give title Other (specify (Month/Day/Year) below) 127 W CANEBRAKE BLVD 05/30/2013 CHAIRMAN OF THE BOARD (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line)

#### HATTIESBURG, MS 39402

(City)	(State) (Zi	p) Table I	- Non-Der	ivative Se	curitie	s Acqu	uired, Disposed o	f, or Beneficial	ly 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. Securi on Acquired Disposed (Instr. 3,	l (A) or l 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)
COMMON STOCK	05/30/2013		C	5,854	A	<u>(1)</u>	73,994	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

#### Edgar Filing: GIBSON E RICKY - Form 4

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. Transactic Code (Instr. 8)	5. Number on 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 Underlying Securitie (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Nun of Shar
SERIES D NONVOTING CONVERTIBLE PREFERRED STOCK	(1)	05/30/2013		C	5,854	<u>(1)</u>	<u>(1)</u>	COMMON STOCK	5,8

### **Reporting Owners**

Reporting Owner Name / Address	Relationships						
Toporous o who i tumo / i tumoso	Director	10% Owner	Officer	Other			
GIBSON E RICKY 127 W CANEBRAKE BLVD	X		CHAIRMAN OF THE BOARD				
HATTIESBURG, MS 39402							

# **Signatures**

E. RICKY
GIBSON

\*\*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).

The Series D Nonvoting Convertible Preferred Stock was mandatorily converted on 1-for-1 basis into shares of The First Bancshares, Inc.'s Common Stock following shareholder approval of the issuance of the underlying Common Stock on May 23, 2013. All shares of the mandatorily converted Series D Convertible Preferred Stock were surrendered to the Company and have resumed the status of authorized and unissued preferred stock.

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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