

SAUNDERS F R JR
Form 4
January 29, 2007

FORM 4

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

OMB APPROVAL

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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 *
SAUNDERS F R JR

2. Issuer Name and Ticker or Trading Symbol
FIRST RELIANCE BANCSHARES INC [FSRL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
3202 FOREST LAKE DRIVE

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
01/19/2007

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
President and CFO

FLORENCE, SC 29501

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

(City) (State) (Zip)

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 (A) or (D) Price				
Common Stock	01/19/2007		A	1,146	A	\$ 0 (1)	60,137	D	
Common Stock							10,392	I	Spouse
Common Stock							850	I	Children

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

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number.

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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (right to buy)	\$ 5					08/16/2002	08/16/2009	Common Stock	4,000
Option (right to buy)	\$ 8					06/30/2005	07/13/2013	Common Stock	5,000
Option (right to buy)	\$ 11.5					05/10/2005	05/10/2015	Common Stock	3,000
Stock Appreciation Rights	\$ 14.85					01/19/2012	01/19/2016	Common Stock	1,000
Stock Appreciation Rights	\$ 15	01/19/2007		A	17,904	01/19/2007	01/19/2017 ⁽²⁾	Common Stock	17,904

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SAUNDERS F R JR 3202 FOREST LAKE DRIVE FLORENCE, SC 29501			President and CFO	

Signatures

/s/ Saunders FR
JR
01/29/2007
Date

**Signature of Reporting Person

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) Restricted Stock Grant on 1/19/2007 vest 100% on 1/19/2010

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- (2) Stock Appreciation Rights 1/19/2007 Award vest 20% on 1/19/2013; 40% on 1/19/2014; 60% on 1/19/2015; 80% on 1/19/2016; 100% on 1/19/2017

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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