

FIRST BANCSHARES INC /MS/
Form 5
February 13, 2014

FORM 5

**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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
RUTLAND DONNA T

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)

3. Statement of Issuer's Fiscal Year Ended (Month/Day/Year)
08/01/2010

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Chief Financial Officer

45 WEST TEMPLE RD

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

PETAL, MS 39465

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)	(A) or (D)	Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
COMMON STOCK ⁽¹⁾	08/01/2010	^	A4	1,000	A	\$ 0	20,457	D	^
COMMON STOCK ⁽²⁾	02/01/2011	^	A4	1,974	A	\$ 0	20,457	D	^
COMMON STOCK ⁽³⁾	03/01/2012	^	A4	2,000	A	\$ 0	20,457	D	^
COMMON STOCK ⁽⁴⁾	03/01/2013	^	A4	1,613	A	\$ 0	20,457	D	^

COMMON STOCK ⁽⁵⁾	08/01/2013	Â	A4	2,000	A	\$ 0	20,457	D	Â
COMMON STOCK	08/01/2013	Â	F4	242	D	\$ 14.96	20,457 ⁽⁶⁾	D	Â

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. Price of Underlying Security (Instr. 5)
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RUTLAND DONNA T 45 WEST TEMPLE RD PETAL, MS 39465	Â	Â	Â Chief Fiancial Officer	Â

Signatures

Donna T
Rutland
02/13/2014

**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) Restricted Stock award, subject to forfeiture, vesting on 8-1-13, as previously disclosed in the Company's Proxy Statement on 4-25-11
- (2) Restricted Stock award, subject to forfeiture, vesting on 2-1-14, as previously disclosed in the Company's Proxy Statement on 4-25-11.
- (3) Restricted Stock award, subject to forfeiture, vesting on 3-1-15, as previously disclosed in the Company's Proxy Statement on 4-23-12.

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- (4) Restricted Stock award, subject to forfeiture, vesting on 3-1-16.
- (5) Restricted Stock award, subject to forfeiture, vesting on 8-1-16.
- (6) Includes 758 shares of restricted stock (remaining after the 242 shares were surrendered for taxes) that were granted on 8-1-2010 and vested on 8-1-2013.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.