

FIRST BANCSHARES INC /MS/
Form 4
January 06, 2017

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 *
MCMURRY FRED A

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)

P O BOX 108

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/30/2016

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

HATTIESBURG, MS 39403

(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 Ownership (Instr. 4)		
				(A) or (D)	Price				
				Code	V	Amount			
COMMON STOCK	12/30/2016		C	5,634	A	Ⓣ	89,519 (2)	I (2)	See Footnote (2)

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

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SEC 1474 (9-02)

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

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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)	Amount or Number of Shares
SERIES E PREFERRED STOCK <u>(1)</u> <u>(2)</u>	<u>(1)</u>	12/30/2016		C	5,634	12/30/2016 <u>(1)</u>	COMMON STOCK <u>(2)</u>	5,634 <u>(2)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCMURRY FRED A P O BOX 108 HATTIESBURG, MS 39403		X		

Signatures

FRED A
MCMURRY 01/06/2017

**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) The company's Mandatorily Convertible, Nonvoting, Noncumulative Preferred Stock, Series E, was mandatorily converted on a 1-for-1 basis into shares of The First Bancshares, Inc.'s Common Stock on 12-30-16, following shareholder approval of the issuance of the underlying Common Stock on 12-29-16. All shares of the Mandatorily Convertible, Nonvoting, Noncumulative, Preferred Stock, Series E, are being surrendered to the company and have resumed the status of authorized and unissued preferred stock.

(2) The shares held of record by Oak Grove Land, Inc. The reporting person is a 1/3rd owner of the company. The reporting person disclaims beneficial ownership of the shares held by Oak Grove Land Company, Inc. except to the extent of his pecuniary interest therein and this report shall not be deemed an admission that the reporting person is the beneficial owner of the shares held by Oak Grove Land Company, Inc. for any other purpose. These shares are included in the total ownership, held indirectly.

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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