

MITCHELL GREG  
Form 4  
March 26, 2013

**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 \*  
MITCHELL GREG

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. Date of Earliest Transaction (Month/Day/Year)  
02/01/2011

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

1200 THIRD AVE.  
(Street)

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

PICAYUNE, MS 39466

(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
SERIES D NON VOTING CONVERTIBLE PREFERRED STOCK <sup>(1)</sup>	03/22/2013			P	391	A	\$ 10.25
COMMON STOCK <sup>(2)</sup>	02/01/2011			A	1,000	A	\$ 0
COMMON STOCK <sup>(3)</sup>	03/01/2012			A	1,000	A	\$ 0
COMMON STOCK <sup>(4)</sup>	03/01/2013			A	1,000	A	\$ 0

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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)

Table with 9 columns: 1. Title of Derivative Security, 2. Conversion or Exercise Price of Derivative Security, 3. Transaction Date, 3A. Deemed Execution Date, 4. Transaction Code, 5. Number of Derivative Securities, 6. Date Exercisable and Expiration Date, 7. Title and Amount of Underlying Securities, 8. Price of Derivative Security, 9. Number of Derivative Securities.

Reporting Owners

Table with 2 columns: Reporting Owner Name / Address, Relationships (Director, 10% Owner, Officer, Other). Entry for MITCHELL GREG at 1200 THIRD AVE, PICAYUNE, MS 39466 with an X in the 10% Owner column.

Signatures

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.
(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, 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.
(4) Restricted stock award, subject 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.