

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

# FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362  
Expires: January 31, 2005  
Estimated average burden hours per response... 1.0

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  
X 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

X 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 <u>(1)</u>         | 08/01/2010                           | Â  | A4                             | 1,000   | A          | \$ 0  | 20,457   | D  | Â   |
| COMMON STOCK <u>(2)</u>         | 02/01/2011                           | Â  | A4                             | 1,974   | A          | \$ 0  | 20,457   | D  | Â   |
| COMMON STOCK <u>(3)</u>         | 03/01/2012                           | Â  | A4                             | 2,000   | A          | \$ 0  | 20,457   | D  | Â   |
| COMMON STOCK <u>(4)</u>         | 03/01/2013                           | Â  | A4                             | 1,613   | A          | \$ 0  | 20,457   | D  | Â   |

|                             |            |   |    |       |   |          |                       |   |   |
|-----------------------------|------------|---|----|-------|---|----------|-----------------------|---|---|
| COMMON STOCK <sup>(5)</sup> | 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 <sup>(6)</sup> | D | Â |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 2270 (9-02)

**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. of                      |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
|  |  |                                      |  |                                | (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<br>45 WEST TEMPLE RD<br>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.

## Edgar Filing: FIRST BANCSHARES INC /MS/ - Form 5

- (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.