FIRST BANCSHARES INC /MS/

Form 4/A April 25, 2017

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB APPROVAL OMB

Check this box if no longer

Washington, D.C. 20549

3235-0287 Number: January 31,

subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

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response...

Form 5 obligations may continue. See Instruction

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(b).

STOCK (1)

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading MCMURRY FRED A Issuer Symbol FIRST BANCSHARES INC /MS/ (Check all applicable) [FBMS] X_ Director (Last) (First) (Middle) 3. Date of Earliest Transaction 10% Owner Other (specify Officer (give title (Month/Day/Year) below) P O BOX 108 10/14/2016 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person 10/18/2016 Form filed by More than One Reporting HATTIESBURG, MS 39403 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security	2. Transaction Date	2A. Deemed	3.	4. Securi	ities A	cquired	5. Amount of	6.	Nature
(Instr. 3)	(Month/Day/Year)	Execution Date, if	Transaction	on(A) or D	ispose	d of (D)	Securities	Ownership	of Indirect
		any	Code (Instr. 3, 4 and 5)			Beneficially	Form:	Beneficial	
		(Month/Day/Year)	(Instr. 8)				Owned	Direct (D)	Ownership
							Following	or Indirect	(Instr. 4)
					()		Reported	(I)	
					(A)		Transaction(s)	(Instr. 4)	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
SERIES E									
NONVOTING						\$			See
CONVERTIBLE	10/14/2016		A	5,634	A	Ψ 1 <i>7.75</i>	5,634	I	Footnote
PREFERRED						17.73			(2)

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securit	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration		or		
						Exercisable Da	Date		Number		
			C 1 W	(A) (D)				of			
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address		Relationsh	ips	
	D:	1007 0	Occ.	

Other Director 10% Owner Officer

MCMURRY FRED A **POBOX 108** X HATTIESBURG, MS 39403

Signatures

Fred A. 04/25/2017 McMurry

**Signature of Date 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).
- 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 December 7, 2016, or as soon as practicable.
- Shares held of record by Oak Grove Land Co., 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 **(2)** 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.

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.

Reporting Owners 2