FIRST BANCSHARES INC /MS/

Form 4

October 18, 2016

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

(Last)

P O BOX 108

1. Name and Address of Reporting Person * MCMURRY FRED A

2. Issuer Name and Ticker or Trading

Issuer

Symbol

FIRST BANCSHARES INC /MS/

(Check all applicable)

5. Relationship of Reporting Person(s) to

[FBMS]

(First) (Middle) 3. Date of Earliest Transaction

X_ Director Officer (give title below)

10% Owner Other (specify

(Month/Day/Year) 10/14/2016

Filed(Month/Day/Year)

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person

Form filed by More than One Reporting Person

HATTIESBURG, MS 39403

(City) (State) (Zip) 2. Transaction Date 2A. Deemed

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Price

1. Title of Security (Instr. 3)

(Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned **Following**

7. Nature 6. Ownership of Indirect Form: Beneficial Direct (D) Ownership or Indirect (Instr. 4)

(A) or Code V Amount (D)

Reported Transaction(s) (Instr. 3 and 4)

(I) (Instr. 4)

I

SERIES E

NONVOTING CONVERTIBLE 10/14/2016 **PREFERRED**

P

5,634 A

5,634

See Footnote (2)

(9-02)

STOCK (1)

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. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8) Derivative		e		Secur	ities	(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)						
									Amount		
						Date	Expiration	TC'41	or		
						Exercisable	Date		Number		
				C 1 17	(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships
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10% Owner Officer Other Director

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

Signatures

Fred A. 10/18/2016 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.

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