

THOMS DAVID O JR
Form 4
August 03, 2007

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 *
THOMS DAVID O JR

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)
45 OAK CREST DRIVE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/02/2007

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP and Chief Operations Officer

LAUREL, MS 39440
(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)
			Code	V	Amount	(D)	Price
COMMON STOCK	08/02/2007		X		167	A	\$ 12.5
					7,144	D	

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 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)
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COMMON STOCK OPTIONS	Date Exercisable	Expiration Date	Title	Amount or Number of Shares									
<table border="0"> <tr> <td style="padding-right: 20px;">\$ 12.5</td> <td style="padding-right: 20px;">08/02/2007</td> <td></td> <td style="padding-right: 20px;">X</td> <td style="padding-right: 20px;">167</td> <td style="padding-right: 20px;"><u>(1)</u></td> <td style="padding-right: 20px;">04/15/2009</td> <td style="padding-right: 20px;">COMMON STOCK</td> <td style="padding-right: 20px;">167</td> </tr> </table>	\$ 12.5	08/02/2007		X	167	<u>(1)</u>	04/15/2009	COMMON STOCK	167				
\$ 12.5	08/02/2007		X	167	<u>(1)</u>	04/15/2009	COMMON STOCK	167					

Reporting Owners

Reporting Owner Name / Address	Relationships								
THOMS DAVID O JR 45 OAK CREST DRIVE LAUREL, MS 39440	<table border="0"> <tr> <td style="padding-right: 20px;">Director</td> <td style="padding-right: 20px;">10% Owner</td> <td style="padding-right: 20px;">Officer</td> <td style="padding-right: 20px;">Other</td> </tr> <tr> <td></td> <td></td> <td style="padding-right: 20px;">EVP and Chief Operations Officer</td> <td></td> </tr> </table>	Director	10% Owner	Officer	Other			EVP and Chief Operations Officer	
Director	10% Owner	Officer	Other						
		EVP and Chief Operations Officer							

Signatures

DAVID O.
 THOMS, JR.
 08/03/2007

__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 option has a three year vesting schedule, with 1/3 being vested on 7-21-06; the next third on 7-21-07; and the remaining third on 7-21-08.

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.