



Annual Report of Bank Holding Companies—FR Y-6

Report at the close of business as of the end of fiscal year

This Report is required by law: Section 5(c)(1)(A) of the Bank Holding Company Act (12 U.S.C. § 1844 (c)(1)(A)); Section 8(a) of the International Banking Act (12 U.S.C. § 3106(a)); Sections 11 (a)(1), 25 and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); Section 211.13(c) of Regulation K (12 C.F.R. § 211.13(c)); and Section 225.5(b) of Regulation Y (12 C.F.R. § 225.5(b)). Return to the appropriate Federal Reserve Bank the original and the number of copies specified.

NOTE: The *Annual Report of Bank Holding Companies* must be signed by one director of the top-tier bank holding company. This individual should also be a senior official of the top-tier bank holding company. In the event that the top-tier bank holding company does not have an individual who is a senior official and is also a director, the chairman of the board must sign the report.

I, Ted H Williams
Name of the Bank Holding Company Director and Official
President and CEO
Title of the Bank Holding Company Director and Official

attest that the *Annual Report of Bank Holding Companies* (including the supporting attachments) for this report date have been prepared in conformance with the instructions issued by the Federal Reserve System and are true and correct to the best of my knowledge and belief.

With respect to information regarding individuals contained in this report, the Reporter certifies that it has the authority to provide this information to the Federal Reserve. The Reporter also certifies that it has the authority, on behalf of each individual, to consent or object to public release of information regarding that individual. The Federal Reserve may assume, in the absence of a request for confidential treatment submitted in accordance with the Board's "Rules Regarding Availability of Information," 12 C.F.R. Part 261, that the Reporter *and* individual consent to public release of all details in the report concerning that individual.

Ted H. Williams, President & CEO
Signature of Bank Holding Company Director and Official

2-21-12
Date of Signature

For bank holding companies **not** registered with the SEC—
Indicate status of Annual Report to Shareholders:

- is included with the FR Y-6 report
- will be sent under separate cover
- is not prepared

For Federal Reserve Bank Use Only

RSSD ID 3442795
C.I. _____

This report form is to be filed by all top-tier bank holding companies organized under U.S. law, and by any foreign banking organization that does not meet the requirements of and is not treated as a qualifying foreign banking organization under section 211.23 of Regulation K (12 C.F.R. § 211.23). The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to, an information collection unless it displays a currently valid OMB control number.

Date of Report (top-tier bank holding company's fiscal year-end):
December 31, 2011
Month / Day / Year

Reporter's Name, Street, and Mailing Address
TriStar Bancshares, Inc
Legal Title of Bank Holding Company
719 E College St
(Mailing Address of the Bank Holding Company) Street / P.O. Box
Dickson TN 37051
City State Zip Code

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:
Sharon Ferrell EVP of operations
Name Title
615-326-0540
Area Code / Phone Number / Extension
615-326-0525
Area Code / FAX Number
sharon.ferrell@tristarbank.com
E-mail Address
www.tristarbank.com
Address (URL) for the Bank Holding Company's web page

Does the reporter request confidential treatment for any portion of this submission?

- Yes Please identify the report items to which this request applies:

 In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.
 The information for which confidential treatment is sought is being submitted separately labeled "Confidential."
- No

For Use By Tiered Bank Holding Companies

Top-tiered bank holding companies must list the names, mailing address, and physical locations of each of their subsidiary bank holding companies below.

Legal Title of Subsidiary Bank Holding Company

(Mailing Address of the Subsidiary Bank Holding Company) Street / P.O. Box

City State Zip Code

Physical location (if different from mailing address)

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(Mailing Address of the Subsidiary Bank Holding Company) Street / P.O. Box

City State Zip Code

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City State Zip Code

Physical location (if different from mailing address)

Results: A list of branches for your NCUA (FIRST STAR BANK, SASES, etc) (3012748) of (NCU) (PN) (FI)
 The data are as of 11/31/2013. Data reflects information that was received and processed through 01/05/2012

Reconciliation and Verification Steps

1. In the Data Action column of each branch row, enter one or more of the actions specified below.
2. If required, enter the date in the Effective Date column.

Actions

OK: If the branch information is correct, enter 'OK' in the Data Action column.
 Change: If the branch information is incorrect or incomplete, reverse the data, enter 'Change' in the Data Action column and the date when the information first became valid in the Effective Date column.
 Close: If a branch listed was sold or closed, enter 'Close' in the Data Action column and the sale or closure date in the Effective Date column.
 Delete: If a branch listed was never owned by this depository institution, enter 'Delete' in the Data Action column.
 Add: If a reportable branch is missing, insert a row, add the branch data, and enter 'Add' in the Data Action column and the opening or acquisition date in the Effective Date column.

If printing this list, you may need to adjust your page setup in MS Excel. Try using landscape orientation, page scaling, and/or legal sized paper.

Submission Procedure

If you are finished, send a saved copy to your FRB contact. See the detailed instructions on this site for more information.
 If you are e-mailing this to your FRB contact, put your institution name, city, and state in the subject line of the email.

Note

To satisfy the FR Y-10 reporting requirements, you must also submit FR Y-10 Domestic Branch Schedules for each branch with a Data Action of Change, Close, Delete, or Add.
 The FR Y-10 report may be submitted in a hardcopy format via the FR Y-10 Online application - <https://y10online.federalreserve.gov>

* FDIC UNIFORM, Office Number, and FD_ID_RSSD columns are for reference only. Verification of these values is not required.

Data Action	Effective Date	Branch ID	RSSD*	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNIFORM*	Office Number*	Head Office	Head Office ID	RSSD*	Comments
ok		2871099	FIRST STAR BANK	719 EAST COLLEGE STREET	DICKSON	TN	37055	DICKSON	UNITED STATES		80012	0	FIRST STAR BANK	2871099		
ok		3907061	CHARLOTTE BRANCH	3416 HIGHWAY 48 NORTH	CHARLOTTE	TN	37036	DICKSON	UNITED STATES		485227	3	FIRST STAR BANK	2871099		
ok		2110305	DICKSON BRANCH	143 HENSLEE DRIVE	DICKSON	TN	37055	DICKSON	UNITED STATES		259345	2	FIRST STAR BANK	2871099		
change		3453072	Alabama Branch	1901 HIGHWAY 45	DICKSON	TN	37055	DICKSON	UNITED STATES		363432	1	FIRST STAR BANK	2871099		

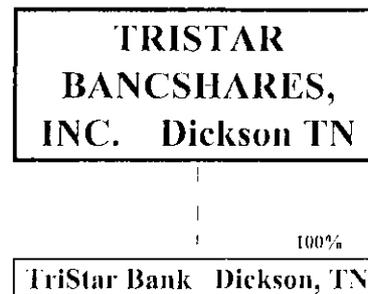
Form FR Y-6

**TRISTAR BANCSHARES, INC.
719 EAST COLLEGE STREET
DICKSON, TENNESSEE 37055
RSSD# 3442795
Fiscal Year Ending December 31, 2011**

REPORT ITEM

1: The bank holding company prepares an annual report for its shareholders.

2: Organizational chart -



Form FRY-6 TriStar Bancshares, Inc December 31, 2011

Report item 3: Shareholders

(1) (a) (b) (c) and (2) (a) (b) (c)

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12/31/2011

Shareholders not listed in 3 (1) (a) through 3 (1) (c.) that had ownership of 5% or more with power to vote during the fiscal year ending 12/31/2011

(1) (a) Name & Address City, State, Country	(1)(b) Country of Citizenship or Incorporation	(1) (c.) Number & Percentage of class if voting Securities	(2) (a) Name & Address City, State, Country	(2)(b) Country of Citizenship or Incorporation	(2) (c.) Number & Percentage of class if voting Securities
✓ Stuart Speyer Dickson, TN	USA	128,500-14.07 % Common Stock			
✓ Linda Hayes Dickson, TN	USA	52,300- 5.73% Common Stock			
✓ Ted Williams Dickson, TN	USA	86420-9.46% Common Stock			
✓ Jerry Smith Dickson, TN	USA	54,914-6.01% Common Stock			
✓ Melissa Street Dickson, TN	USA	45,830-5.02% Common Stock			

Form FRY-6
TriStar Bancshares, Inc
December 31, 2006

Report Item 4: Insiders

(1), (2), (3) (a) (b) ©, and (4) (a) (b) ©

Names & Address City State	1	2	3a	3b	3c	4a	4b	4c
	Principal Occupation if other than Bank Holding Company	Title & Position with Bank Holding Company	Title & Position with Subsidiaries (include name of subsidiaries)	Title & Position Other Business (include name of other business)	Percentage of Voting Shares in Bank Holding Company	Percentage of Voting Shares in Subsidiaries (include names of Subsidiaries)	List names of other Companies (includes partnerships) if 25% or more of voting securities are held(list names of companies and Percentage of voting securities held)	
✓ Ted Williams Dickson, TN	N/A	Director President and CEO	Director & President & CEO (TriStar Bank)		9.46%	N/A	N/A	
✓ Melissa Street Dickson, TN	N/A	Director Executive Vice President	Director & Executive VP (TriStar Bank)	Sole Prop of Street Construction	5.02%	N/A	N/A	
✓ David Hatcher Dickson, TN	N/A	Director Senior Vice President	Director & Senior VP (TriStar Bank)		0.78%	N/A	N/A	
✓ Sharon Ferrell Cumb. Fce., TN	N/A	Senior Vice President	Senior Vice President (TriStar Bank)		1.06%	N/A	N/A	
✓ Stuart Speyer Nashville, TN	Manufacturing Company Tennsco	Director	Director (TriStar Bank)	President Tennsco Corp Director of Direct Line (TriStar Bank)	14.07%	N/A	N/A	
✓ Jerry Smith Dickson, TN	Attorney at Law	Director	Director (TriStar Bank)	Trustee of Horizon Medical Center	6.01%	N/A	N/A	
✓ Tom Waychoff Dickson, TN	Retired City Administrator City of Dickson	Director	Director (TriStar Bank)		0.03%	N/A	N/A	
✓ Kevin Smith Dickson, TN	Benefits Consultant	Director	Director	See attached list	0.82%		N/A	

Benefits Inc	President	50%
Morrison, Fuson, Smith, White, Benefits Inc	President	25%
Innovative Benefits Group LLC	Member	25%
Ivy Insurance Inc	President	37.50%
WOW Properties	Partner	50%
Morgan Properties	Partner	50%
Weiss, Smith and White GP	Partner	33.30%

Revised 5-16-12 *ew*

Form FRY-6 TriStar Bancshares, Inc December 31, 2011

Report item 3: Shareholders

(1) (a) (b) (c) and (2) (a) (b) (c)

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12/31/2011			Shareholders not listed in 3 (1) (a) through 3 (1) (c.) that had ownership of 5% or more with power to vote during the fiscal year ending 12/31/2011		
(1) (a) Name & Address City, State, Country	(1)(b) Country of Citizenship or incorporation	(1) (c.) Number & Percentage of class if voting Securities	(2) (a) Name & Address City, State, Country	(2)(b) Country of Citizenship or incorporation	(2) (c.) Number & Percentage of class if voting Securities
Stuart Speyer Nashville TN	USA	128,500-14.07 % Common Stock	Jimmy and Sammy Brown Dickson TN	USA	0
Linda Hayes Dickson, TN	USA	52,300- 5.73% Common Stock			
Ted Williams Dickson, TN	USA	86420-9.46% Common Stock			
Jerry Smith Dickson, TN	USA	54,914-6.01% Common Stock			
Melissa Street Dickson, TN	USA	45,830-5.02% Common Stock			

Revised CW
5-16-12

Form FRY-6
TriStar Bancshares, Inc
December 31, 2011

Report Item 4: Insiders
(1), (2), (3) (a) (b) ©, and (4) (a) (b) ©

Names & Address City State	1 Principal Occupation if other than Bank Holding Company	2 Title & Position with Bank Holding Company	3a Title & Position with Subsidiaries (include name of subsidiaries)	3b Title & Position Other Business (include name of other business)	3c Percentage of Voting Shares in Bank Holding Company	4a Percentage of Voting Shares in Subsidiaries (include names of Subsidiaries)	4b List names of other Companies (includes partnerships) if 25% or more of voting securities are held(list names of companies and Percentage of voting securities held)	4c
Ted Williams Dickson, TN	N/A	Director President and CEO	Director & President & CEO (TriStar Bank)		9.46%	N/A	N/A	
Melissa Street Dickson, TN	N/A	Director Executive Vice President	Director & Executive VP (TriStar Bank)	Sole Prop of Street Construction	5.02%	N/A	N/A	
David Hatcher Dickson, TN	N/A	Director Senior Vice President	Director & Senior VP (TriStar Bank)		0.78%	N/A	N/A	
Sharon Ferrell Cumb. Fce., TN	N/A	Senior Vice President	Senior Vice President (TriStar Bank)		1.06%	N/A	N/A	
Stuart Speyer Nashville, TN	Manufacturing Company Tenssco	Director	Director (TriStar Bank) (TriStar Bank)	President Tenssco Corp Director of Direct Line	14.07%	N/A	N/A	
Jerry Smith Dickson, TN	Attorney at Law	Director	Director (TriStar Bank)	Trustee of Horizon Medical Center	6.01%	N/A	N/A	
Tom Waychoff Dickson, TN	Retired City Administrator City of Dickson	Director	Director (TriStar Bank)		0.03%	N/A	N/A	
Kevin Smith Dickson, Tn	Benefits Consultant	Director	Director	See attached list	0.82%		N?A	