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Board of Governors of the Federal Reserve System



Annual Report of Bank Holding Companies—FR Y-6

1085853

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.

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.

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.

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

I, William M. Barnes
Name of the Bank Holding Company Director and Official
President
Title of the Bank Holding Company Director and Official

Reporter's Name, Street, and Mailing Address
Woodbury Bancshares, Inc.
Legal Title of Bank Holding Company
P.O. Box 305
(Mailing Address of the Bank Holding Company) Street / P.O. Box
Woodbury GA 30293
City State Zip Code
33 Jones Mill Road
Physical location (if different from mailing address)

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.

Person to whom questions about this report should be directed:
William M. Barnes President
Name Title
706-553-2231
Area Code / Phone Number / Extension
706-553-2214
Area Code / FAX Number
wbarnes@woodburybank.com
E-mail Address
http://www.woodburybank.com
Address (URL) for the Bank Holding Company's web page

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.

William M Barnes
Signature of Bank Holding Company Director and Official
3/23/12
Date of Signature

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 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 _____
C.I. _____

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.

<p>Legal Title of Subsidiary Bank Holding Company</p> <p>(Mailing Address of the Subsidiary Bank Holding Company) Street / P.O. Box</p> <p>City State Zip Code</p> <p>Physical location (if different from mailing address)</p>	<p>Legal Title of Subsidiary Bank Holding Company</p> <p>(Mailing Address of the Subsidiary Bank Holding Company) Street / P.O. Box</p> <p>City State Zip Code</p> <p>Physical location (if different from mailing address)</p>
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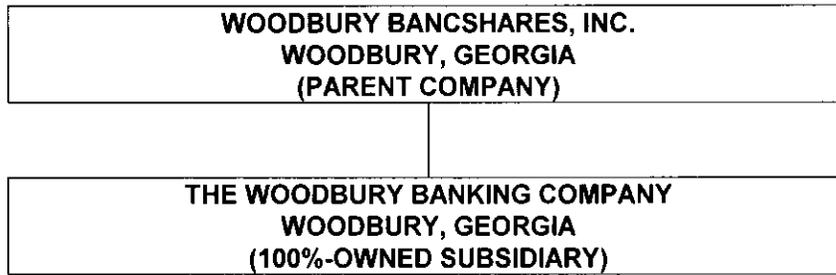
Form FR Y-6

**Woodbury Bancshares, Inc.
Woodbury, Georgia
Fiscal Year Ending December 31, 2011**

REPORT ITEM 1: ANNUAL REPORT

Attached

REPORT ITEM 2a: ORGANIZATION CHART



REPORT ITEM 2b: DOMESTIC BRANCH LISTING

Attached

REPORT ITEM 3: SECURITIES HOLDERS

Attached

REPORT ITEM 4: INSIDERS

Attached

Results: A list of branches for your depository institution: WOODBURY BANKING COMPANY, THE (ID_RSSD: 34836).
 This depository institution is held by WOODBURY BANCSHARES, INC. (1085853) of WOODBURY, GA
 The data are as of 12/31/2011. 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, revise the data, enter 'Change' in the **Data Action** column and the date when this 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

When 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 e-mail.

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 or via the FR Y-10 Online application <https://y10online.federalreserve.gov>.

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

Date Action	Effective Date	Branch Service Type	Branch ID_RSSD*	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
OK		Full Service (Head Office)	34836	WOODBURY BANKING COMPANY, THE	33 JONES MILL RD	WOODBURY	GA	30293	MERIWETHER	UNITED STATES	7211	0	WOODBURY BANKING COMPANY, THE	34836	

Report Item Z6

Form FR Y-6
Woodbury Bancshares, Inc.
Fiscal Year Ending December 31, 2011

Report Item 3: Securities holders

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

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of 12-31-2011			Shareholders not listed in (3)(1)(a) through 3(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12-31-2011		
(1)(a) Name (City, State, Country)	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities	(2)(a) Name & Address (City, State, Country)	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
William M. Barnes Woodbury, GA 30293	USA	1,428 71.40%	There were no shareholders not listed in (3)(1)(a) through (3)(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending December 31, 2011.		
James Hamlett Woodbury, GA 30293	USA	136 6.80%			
Sara Lee Ogilvie Jacksonville, FL 32217	USA	146 7.30%			

FORM FR Y-6
Woodbury Bancshares, Inc.
Fiscal Year Ending December 31, 2011

Report Item 4: Insiders

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

(1) Names & Address (City, State, Country)	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) 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)
William M. Barnes Woodbury, GA USA	N/A	President, Secretary, Director	President, Woodbury Banking Company	N/A	71.40%	N/A	N/A
Mike McDaniel Woodbury, GA USA	Forester Real Estate Agent	Director	N/A	Self-Employed	0.00%	N/A	N/A
Hynes Barnes Woodbury, GA USA	Farmer	Director	Loan Officer, Woodbury Banking Company	Partner Carroll Farms	0.00%	N/A	Carroll Farms, 25%
Michael Akins Woodbury, GA USA	Pharmacist	Director	N/A	Self-Employed	0.00%	N/A	N/A