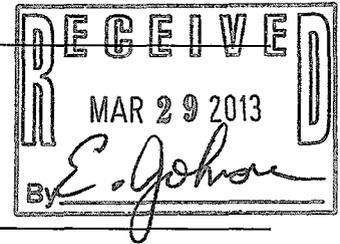


Board of Governors of the Federal Reserve System



Annual Report of 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)) and section 10(c)(2)(H) of the Home Owners' Loan Act. 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 and top-tier savings and loan 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). (See page one of the general instructions for more detail of who must file.) 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 Holding Companies* must be signed by one director of the top-tier holding company. This individual should also be a senior official of the top-tier holding company. In the event that the top-tier 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 holding company's fiscal year-end):

December 31, 2012

Month / Day / Year

I, Randall Clemons

Reporter's Name, Street, and Mailing Address

Wilson Bank Holding Company

Name of the Holding Company Director and Official

President and CEO

Legal Title of Holding Company

623 West Main Street PO 768

Title of the Holding Company Director and Official

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

attest that the *Annual Report of Holding Companies* (including the supporting attachments) for this report date has 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.

Lebanon

TN

37087

City

State

Zip Code

Physical location (if different from mailing address)

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.

Person to whom questions about this report should be directed:

Lisa Pominski

Sr VP and CFO

Name

Title

6154436612

Area Code / Phone Number / Extension

6154437117

Area Code / FAX Number

lpominski@wilsonbank.com

E-mail Address

Randall Clemons, CEO
 Signature of Holding Company Director and Official

Address (URL) for the Holding Company's web page

Date of Signature

For 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.

200414

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

revised

EXHIBIT B

Item 2a. Organizational Chart

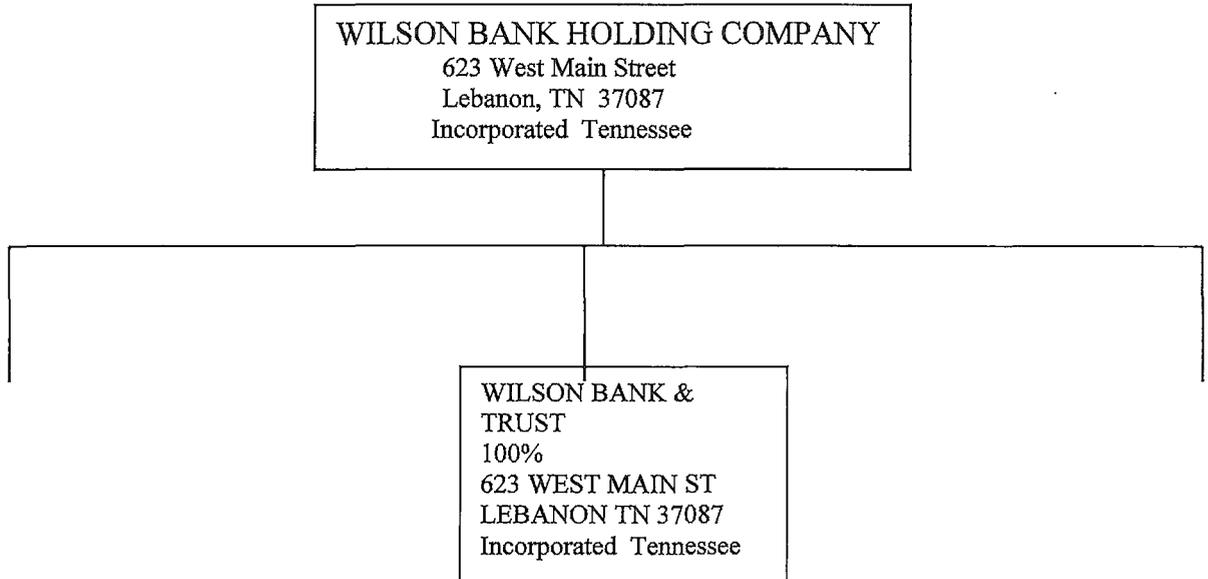


Exhibit C - Item 2B Branch Listing

Data	Eff	Branch Service	Branch	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
OK		Full Service	159636	WILSON BANK & TRUST	623 WEST MAIN STREET	LEBANON	TN	37087	WILSON	UNITED STATES	36373	0	WILSON BANK & TRUST	159636	
OK		Full Service	2665636	ALEXANDRIA BRANCH	306 BRUSH CREEK ROAD	ALEXANDRIA	TN	37012	DEKALB	UNITED STATES	290423	18	WILSON BANK & TRUST	159636	
OK		Full Service	2497190	CARTHAGE BRANCH	1300 NORTH MAIN STREET	CARTHAGE	TN	37030	SMITH	UNITED STATES	57127	15	WILSON BANK & TRUST	159636	
OK		Full Service	3316168	DONELSON BRANCH	217 DONELSON PIKE	DONELSON	TN	37214	DAVIDSON	UNITED STATES	437940	14	WILSON BANK & TRUST	159636	
OK		Full Service	4300557	GALLATIN OFFICE	455 WEST MAIN STREET	GALLATIN	TN	37066	SUMNER	UNITED STATES	Not Required	Not Required	WILSON BANK & TRUST	159636	
OK		Full Service	3228337	GORDONSVILLE OFFICE	7 NEW MIDDLETON HIGHWAY	GORDONSVILLE	TN	38562	SMITH	UNITED STATES	423239	16	WILSON BANK & TRUST	159636	
OK		Full Service	2555531	HARTSVILLE BRANCH	127 MCMURRY BOULEVARD	HARTSVILLE	TN	37074	TROUSDALE	UNITED STATES	260549	8	WILSON BANK & TRUST	159636	
OK		Full Service	4457590	HENDERSONVILLE OFFICE	175 EAST MAIN STREET	HENDERSONVILLE	TN	37077	SUMNER	UNITED STATES	Not Required	Not Required	WILSON BANK & TRUST	159636	
OK		Full Service	2872489	HERMITAGE BRANCH	4736 ANDREW JACKSON PARKWAY	HERMITAGE	TN	37076	DAVIDSON	UNITED STATES	260551	10	WILSON BANK & TRUST	159636	
OK		Full Service	4136840	MCKENDREE VILLAGE BRANCH	4347 LEBANON ROAD	HERMITAGE	TN	37076	DAVIDSON	UNITED STATES	495061	23	WILSON BANK & TRUST	159636	
OK		Full Service	1831779	BADDOUR PARKWAY BRANCH	1444 BADDOUR PKWY	LEBANON	TN	37087	WILSON	UNITED STATES	260544	2	WILSON BANK & TRUST	159636	
OK		Full Service	2753757	CASTLE HEIGHT NORTH BRANCH	1130 CASTLE HEIGHTS NORTH	LEBANON	TN	37087	WILSON	UNITED STATES	260550	9	WILSON BANK & TRUST	159636	
OK		Full Service	3729571	LEBANON BRANCH	623 WEST MAIN STREET	LEBANON	TN	37087	WILSON	UNITED STATES	Not Required	Not Required	WILSON BANK & TRUST	159636	
OK		Full Service	3248027	LEEVILLE PKE BRANCH	440 HIGHWAY 109 NORTH	LEBANON	TN	37087	WILSON	UNITED STATES	424606	11	WILSON BANK & TRUST	159636	
OK		Full Service	2429669	TENNESSEE BOULEVARD BRANCH	200 TENNESSEE BOULEVARD	LEBANON	TN	37087	WILSON	UNITED STATES	260547	6	WILSON BANK & TRUST	159636	
OK		Full Service	2309248	WALMART SUPERCENTER CENTER	615 S CUMBERLAND	LEBANON	TN	37087	WILSON	UNITED STATES	260548	7	WILSON BANK & TRUST	159636	
OK		Full Service	2429650	GLADEVILLE BRANCH	8875 STEWARTS FERRY PIKE	MOUNT JULIET	TN	37122	WILSON	UNITED STATES	260546	5	WILSON BANK & TRUST	159636	
OK		Full Service	3255146	HIGHWAY 70 MT JULIET OFFICE	11835 HWY 70	MOUNT JULIET	TN	37122	WILSON	UNITED STATES	430462	13	WILSON BANK & TRUST	159636	
OK		Full Service	2195683	MOUNT JULIET OFFICE	1476 NORTH MOUNT JULIET ROAD	MOUNT JULIET	TN	37122	WILSON	UNITED STATES	260545	4	WILSON BANK & TRUST	159636	
OK		Full Service	4272542	PROVIDENCE OFFICE	709 SOUTH MOUNT JULIET RD	MOUNT JULIET	TN	37122	WILSON	UNITED STATES	Not Required	Not Required	WILSON BANK & TRUST	159636	
OK		Full Service	3395707	BROAD STREET OFFICE	710 NORTH WEST BROAD STREET	MURFREESBORO	TN	37129	RUTHERFORD	UNITED STATES	445980	19	WILSON BANK & TRUST	159636	
OK		Full Service	3716021	CHURCH STREET BRANCH	2640 SOUTH CHURCH STREET	MURFREESBORO	TN	37127	RUTHERFORD	UNITED STATES	474315	22	WILSON BANK & TRUST	159636	
OK		Full Service	2530154	MEMORIAL OFFICE	3110 MEMORIAL BLVD.	MURFREESBORO	TN	37129	RUTHERFORD	UNITED STATES	465737	21	WILSON BANK & TRUST	159636	
OK		Full Service	2385149	SMITHVILLE BRANCH	576 WEST BROAD STREET	SMITHVILLE	TN	37166	DEKALB	UNITED STATES	56311	17	WILSON BANK & TRUST	159636	
OK		Full Service	3525036	SMYRNA BRANCH	210 COMMERCE DRIVE	SMYRNA	TN	37167	RUTHERFORD	UNITED STATES	465504	20	WILSON BANK & TRUST	159636	
OK		Full Service	70236	WATERTOWN BRANCH	402 PUBLIC SQUARE	WATERTOWN	TN	37184	WILSON	UNITED STATES	253026	3	WILSON BANK & TRUST	159636	

Item 2B
Branch Listing

**WILSON BANK HOLDING COMPANY
FORM FR Y-6**

ITEM 1 - ANNUAL REPORT TO SHAREHOLDERS

The bank holding company prepares an annual report for its shareholders. The December 31, 2012 Annual Report of Wilson Bank Holding Company (the, "Company"), mailed to shareholders and incorporated by reference into the Form 10-K is filed with the Securities and Exchange Commission.

ITEM 2 A ORGANIZATIONAL CHART

An organizational chart of the company is attached as Exhibit B.

ITEM 2B- BRANCH LISTING

A branch listing of the subsidiary Wilson Bank & Trust is attached as Exhibit C.

ITEM 3 - SHAREHOLDERS

The Company has only one class of voting securities which is the common stock. No shareholder owns nor controls more than five percent of this class of stock.

ITEM 4 - INSIDERS

CHARLES BELL (Director)

1. Lebanon, Tennessee 37087; USA
2. Owner Horn Springs Angus Farm (Lebanon, TN) Consultant (1995-Present) and President (until 1995)- Lebanon Aluminum Products Inc
- 3a. Director of the Company
- 3b. Director of Wilson Bank & Trust (subsidiary of the Company)
- 3c. Wilson County Water Authority (Lebanon, TN)- Director
- 4a. 111,554 (1.50%)
- 4b. None
- 4c. None

JACK W. BELL (Director)

1. Lebanon, TN 37087; USA
2. President/Owner- Jack Bell Builders, Inc. (Lebanon, TN)
- 3a. Director of the Company
- 3b. Director of Wilson Bank & Trust (subsidiary of the Company)

- 3c. Jack Bell Builders, Inc. (Lebanon, TN) – President/Owner
Horn Springs Development (Lebanon, TN)- Chief Manager
Brown Bell Builders LLC (Lebanon, TN)- Partner

- 4a. 70,056 Shares (0.94%)
- 4b. None
- 4c. Jack Bell Builders, Inc.- 100% of common stock
Brown-Bell LLC- 50% of common stock
Horn Springs Development- 50% of common stock

WILLIAM MACKEY BENTLEY

1. Lebanon, TN 37087; USA
2. President/Owner- Bentley's Air Conditioning, Inc. (Lebanon, TN)
- 3a. Director of the Company
- 3b. Director of Wilson Bank & Trust (subsidiary of the Company)
- 3c. Bentley's Air Conditioning, Inc. (Lebanon, TN) - President/Owner
Highland Enterprises, Inc. (Lebanon, TN) Director/Secretary
Mid Tenn Enterprises, Inc. (Lebanon, TN)-Director/Secretary

- 4a. 53,576 shares (.72%)
- 4b. None
- 4c. Bentley's Air Conditioning Co., Inc. (Lebanon, TN) -76% stock ownership
Highland Enterprises, Inc. (Lebanon, TN) - 25% of common stock
Mid-Tenn Enterprises, Inc. (Lebanon, TN) - 25% of common stock

J. RANDALL CLEMONS (Director and Executive Officer)

1. Lebanon, TN 37087; USA
2. Chief Executive Officer and Chairman of Board of Wilson Bank & Trust
- 3a. President, Chief Executive Officer and Director of the Company
- 3b. Chief Executive Officer and Chairman of Board of Wilson Bank and Trust (subsidiary of the Company)

- 3c. Wilson County Promotions Inc- Treasurer & Exec Board member
Granville Museum Inc- President

- 4a. 114,981 shares (1.55%)
- 4b. None
- 4c. Granville Bed & Breakfast, LLC- 100%

JAMES F. COMER (Director)

1. Lebanon, TN 37087 ; USA
2. Owner/ President, Comerica Enterprises, Inc. (Lebanon, TN)
- 3a. Director of the Company
- 3b. Director of Wilson Bank & Trust (subsidiary of the Company)

- 3c. Classic Coaches Inc.(Lebanon, TN) –Director and President
Comerica Enterprises- President
Gridiron Construction LLC – Partner
B and C Investors – Partner

- 4a. 15,966 shares (.22%)
- 4b. None
- 4c. Classic Coaches Inc, Lebanon, TN 50.0%
Comerica Enterprises, Lebanon, TN 100%
Gridiron Construction LLC, Lebanon, TN 9.8%

JERRY L. FRANKLIN (Director)

1. Lebanon, TN 37087; USA
2. Retired Businessman-Ponderosa Restaurants Franchisee until 2008
- 3a. Secretary and Director of the Company
- 3b. Director of Wilson Bank & Trust (subsidiary of the Company)
- 3c. None

- 4a. 82,290 shares (1.11%)
- 4b. None
- 4c. None

JOHN B. FREEMAN (Director)

1. Lebanon, TN 37087; USA
2. Retired Businessman, Manager (until 2000) Auto Parts and Service, Inc. (Lebanon, TN)
- 3a. Director of the Company
- 3b. Director of Wilson Bank & Trust (subsidiary of the Company)

- 3c. Rolling Acres Farm, Inc. (Lebanon, TN)- President
- 4a. 35,744 shares (.48%)
- 4b. None
- 4c. Rolling Acres Farm, Inc.-84% of common stock

HAROLD R. PATTON (Director)

1. Watertown, TN 37184; USA
2. Retired, Manager (until 2001) Wilson County Farmers Co-op (Lebanon, TN)
- 3a. Director of the Company
- 3b. Director of Wilson Bank & Trust (subsidiary of the Company)

- 3c. None
- 4a. 49,037 shares (.66%)
- 4b. None
- 4c. None

JAMES ANTHONY PATTON (Director)

1. Lebanon, TN 37087; USA
2. Sales Representative, Remar, Inc. (Lebanon, TN)
- 3a. Director of the Company
- 3b. Director of Wilson Bank & Trust (subsidiary of the Company)

- 3c. Remar, Inc. (Lebanon, TN) Director

- 4a. 24,008 shares (.32%)
- 4b. None
- 4c. None

JOHN R. TRICE (Director)

1. Lebanon, TN 37087 ; USA
2. President/Owner – Trice Appraisal and Accounting Services (Lebanon, TN)
- 3a. Director of the Company
- 3b. Director of Wilson Bank and Trust (subsidiary of the Company)

- 3c. TGT Development- (Lebanon, TN)- Partner
Trice Family Investment (Lebanon, TN)- Trustee

- 4a. 85,069 shares (1.15%)
- 4b. None
- 4c. TGT Development- 33.3%
Trice Family Investment LLC 30%

ROBERT T. VANHOOSER (Director)

1. Lebanon, TN 37087; USA
2. Retired
- 3a. Chairman and Director of the Company
- 3b. Director of Wilson Bank and Trust (subsidiary of the Company)

- 3c. None
- 4a. 24,096 shares (.32%)
- 4b. None
- 4c. None

HERBERT ELMER RICHERSON (Director)

1. Lebanon, TN 37087; USA
2. President – Wilson Bank & Trust (Lebanon, TN)
- 3a. Director of the Company
- 3b. President and Director of Wilson Bank & Trust (subsidiary of the Company)

- 3c. Industrial Development Board of Wilson County, Sec/Treasurer
- 4a. 52,881 shares (.71%)
- 4b. None
- 4c. None