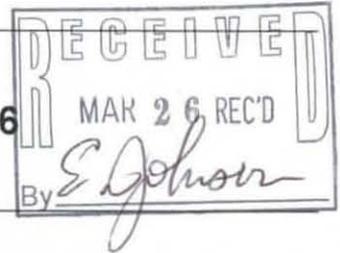


Board of Governors of the Federal Reserve System



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, David C. Verble

Name of the Holding Company Director and Official

Treasurer

Title of the Holding Company Director and Official

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.

Reporter's Name, Street, and Mailing Address

CNB Bancshares, Inc.

Legal Title of Holding Company

P. O. Box 4610

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

Sevierville TN 37864
 City State Zip Code

200 Forks of River Parkway

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:

Donna Kidd

Name Title

865-429-7551

Area Code / Phone Number / Extension

865-286-2471

Area Code / FAX Number

dkidd@cnbtn.com

E-mail Address

www.cnbtn.com

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

David C. Verble

Signature of Holding Company Director and Official

03/22/2013

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 1086270
 C.I. _____

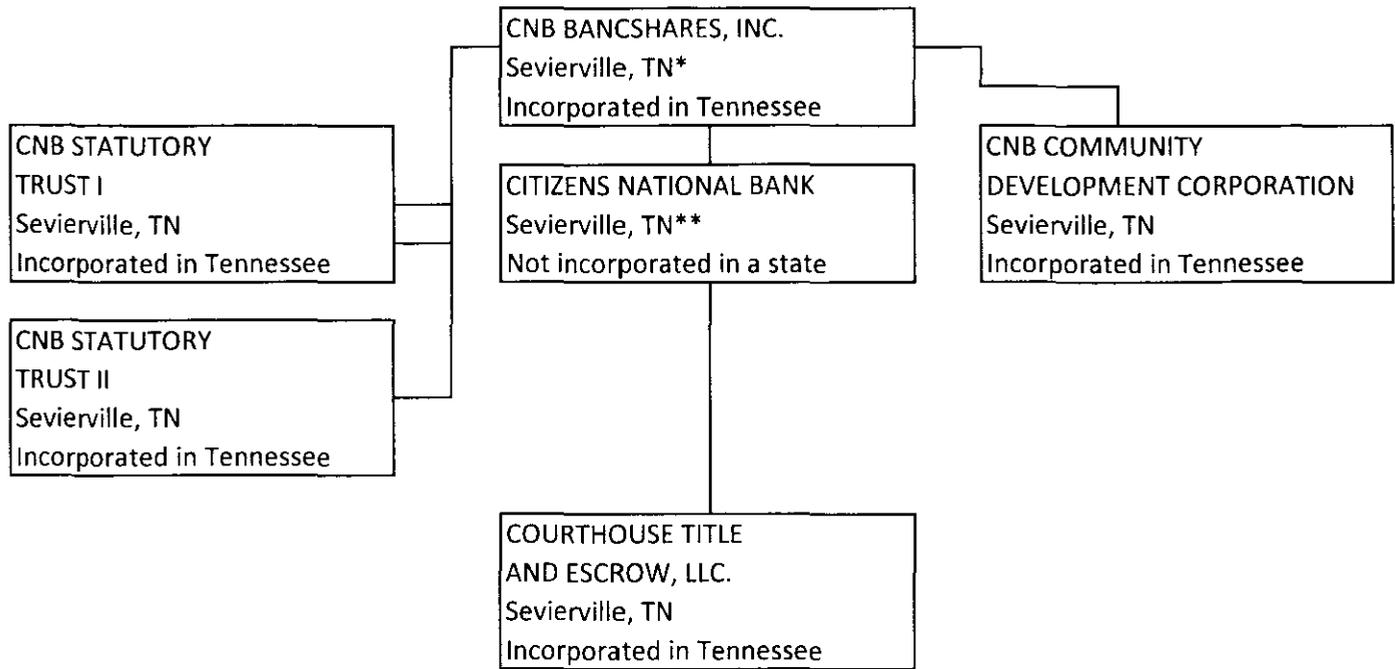
Does the reporter request confidential treatment for any portion of this submission?

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

Report Item 2a: Organization Chart



* CNB Bancshares, Inc. owns a 100% interest in Citizens National Bank

* CNB Bancshares, Inc. owns a 100% interest in CNB Statutory Trust I

* CNB Bancshares, Inc. owns a 100% interest in CNB Statutory Trust II

* CNB Bancshares, Inc. owns a 100% interest in CNB Community Development Corporation

** Citizens National Bank owns a 100% interest in Courthouse Title and Escrow, LLC.

Results: A list of branches for your depository institution: CITIZENS NATIONAL BANK (ID_RSSD: 717737).
This depository institution is held by CNB BANCSHARES, INC. (1086270) of SEVIERVILLE, TN.
The data are as of 12/31/2012. Data reflects information that was received and processed through 02/24/2013.

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.

Data 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*
OK		Full Service (Head Office)	717737	CITIZENS NATIONAL BANK	200 FORKS OF THE RIVER PKWY	SEVIERVILLE	TN	37862	SEVIER	UNITED STATES	14470	0	CITIZENS NATIONAL BANK	717737
OK		Full Service	3289600	DANDRIDGE BRANCH	720 SOUTH HWY 92	DANDRIDGE	TN	37725	JEFFERSON	UNITED STATES	439759	16	CITIZENS NATIONAL BANK	717737
OK		Full Service	908731	GATLINBURG BRANCH	906 PARKWAY EAST	GATLINBURG	TN	37738	SEVIER	UNITED STATES	251942	4	CITIZENS NATIONAL BANK	717737
OK		Full Service	2925415	GATLINBURG OFFICE	110 CHEROKEE ORCHARD ROAD	GATLINBURG	TN	37738	SEVIER	UNITED STATES	357845	10	CITIZENS NATIONAL BANK	717737
OK		Full Service	3402324	JEFFERSON CITY BRANCH	1507 O'DELL AVENUE	JEFFERSON CITY	TN	37760	JEFFERSON	UNITED STATES	446939	18	CITIZENS NATIONAL BANK	717737
OK		Full Service	3255128	SOUTH KNOXVILLE WALMART BRANCH	7420 CHAPMAN HIGHWAY	KNOXVILLE	TN	37920	KNOX	UNITED STATES	427188	14	CITIZENS NATIONAL BANK	717737
OK		Full Service	3689844	STRAWBERRY PLAINS BRANCH	813 HUCKLEBERRY LANE	KNOXVILLE	TN	37924	KNOX	UNITED STATES	466501	19	CITIZENS NATIONAL BANK	717737
OK		Full Service	835837	KODAK BRANCH	3014 WINFIELD DUNN PARKWAY	KODAK	TN	37764	SEVIER	UNITED STATES	251940	2	CITIZENS NATIONAL BANK	717737
OK		Full Service	3734678	KODAK FOOD CITY BRANCH	2946 WINFIELD DUNN PARKWAY	KODAK	TN	37764	SEVIER	UNITED STATES	476652	20	CITIZENS NATIONAL BANK	717737
OK		Full Service	833730	PIGEON FORGE BRANCH	2661 PARKWAY	PIGEON FORGE	TN	37863	SEVIER	UNITED STATES	251939	1	CITIZENS NATIONAL BANK	717737
OK		Full Service	2686314	PIGEON FORGE KROGER BRANCH	220 WEARS VALLEY ROAD	PIGEON FORGE	TN	37863	SEVIER	UNITED STATES	259961	7	CITIZENS NATIONAL BANK	717737
OK		Full Service	983439	DOLLY PARTON PARKWAY BRANCH	801 DOLLY PARTON PARKWAY	SEVIERVILLE	TN	37862	SEVIER	UNITED STATES	251941	3	CITIZENS NATIONAL BANK	717737
OK		Full Service	3079717	KROGER BRANCH	702 WINFIELD DUNN PARKWAY	SEVIERVILLE	TN	37876	SEVIER	UNITED STATES	364372	11	CITIZENS NATIONAL BANK	717737
OK		Full Service	3220779	SEVIERVILLE FOOD CITY BRANCH	741 DOLLY PARTON PARKWAY	SEVIERVILLE	TN	37862	SEVIER	UNITED STATES	424207	13	CITIZENS NATIONAL BANK	717737
OK		Full Service	2347240	WAL-MART SUPERCENTER BRANCH	1414 PARKWAY	SEVIERVILLE	TN	37862	SEVIER	UNITED STATES	251943	6	CITIZENS NATIONAL BANK	717737
OK		Full Service	95332	SEYMOUR BRANCH	10225 CHAPMAN HIGHWAY	SEYMOUR	TN	37865	SEVIER	UNITED STATES	232182	5	CITIZENS NATIONAL BANK	717737
OK		Full Service	2686323	SEYMOUR KROGER BRANCH	10721 CHAPMAN HIGHWAY	SEYMOUR	TN	37865	SEVIER	UNITED STATES	259989	9	CITIZENS NATIONAL BANK	717737
OK		Full Service	3922309	WHITE PINE BRANCH	2002 WALNUT STREET	WHITE PINE	TN	37890	JEFFERSON	UNITED STATES	479856	22	CITIZENS NATIONAL BANK	717737

Report Item 3(1): Shareholders

CNB BANCSHARES, INC.
SHAREHOLDERS WITH FIVE PERCENT OR MORE OWNERSHIP INTEREST IN 2012

<u>NAME</u>	<u>ADDRESS</u>	<u>CITIZENSHIP</u>	<u># SHARES</u>	<u>%</u>
William Y. Carroll, Sr. Clara Carroll	Kodak, TN 37764	U.S.	700 <u>697</u> 1,397	6.91%
J. S. Eledge	Sevierville, TN 37862	U.S.	1,267	6.27%
Billy G. Kilpatrick and Georgia Kilpatrick	Sevierville, TN 37862	U.S.	1,282	6.34%
Kyle Swaggerty	Kodak, TN 37764	U.S.	4,167	20.62%
David C. Verble	Sevierville, TN 37862	U.S.	1,195	5.91%
Lynn T. Webb Penny S. Webb	Sevierville, TN 37864-4250	U.S.	2,198 <u>2,198</u> 4,396	21.76%
Rebecca Atchley Busmann Thomas G. Busmann	Sevierville, TN 37862-4430	U.S.	838 <u>171</u> 1,009	5.00%

Report Item 3(2): Shareholders:

Homer P. Norton	Sevierville, TN 37862	U.S.	1,360	6.73%
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Revised

Report Item 4: Insiders (Directors and Officers)

NAME & ADDRESS	PRINCIPAL OCCUPATION	POSITION/TITLE HOLDING CO	POSITION/TITLE SUBSIDIARIES*	POSITION/TITLE OTHER BUSINESS	PERCENTAGE OF VOTING SHARES HOLDING COMPANY	SHARES OF STOCK OTHER COMPANIES*
DONALD BRACKINS SEVIERVILLE, TN USA	ROAD CONTRACTOR	DIRECTOR	DIRECTOR/CITIZENS NATIONAL BANK	PRESIDENT/SOUTHERN ROADWAY INC PRESIDENT/EAST STATE ENTERPRISES, INC	4.75%	51% SOUTHERN ROADWAY INC 50% EASTATE ENTERPRISES, INC
J S ELEDGE SEVIERVILLE, TN USA	CO-DISTRIBUTOR AND RENTAL PROPERTIES	DIRECTOR	DIRECTOR/CITIZENS NATIONAL BANK	PRESIDENT & OWNER/ J S ELEDGE OIL CO. PRESIDENT/J S ELEDGE RENTALS PRESIDENT-E & S CORPORATION	5.27%	100% J S ELEDGE OIL CO INC 100% J S ELEDGE RENTALS 100% E & S CORPORATION
BILLY KILPATRICK SEVIERVILLE, TN USA	RETAIL BUSINESS OWNER	DIRECTOR/CHAIRMAN	DIRECTOR/CHAIRMAN CITIZENS NATIONAL BANK	PRESIDENT/THE APPLE BARN & CIDER MILL, INC PRESIDENT/APPLE BARN WINERY INC CHIEF MANAGER/ CHRISTMAS AND CANDLES, LLC PARTNER/KILPATRICK AND HICKS PARTNERSHIP	6.34%	50% THE APPLE BARN & CIDER MILL, INC 33 1/3% APPLE BARN WINERY INC 50% KILPATRICK AND HICKS PARTNERSHIP
KYLE SWAGSERTY KODAK TN USA	FOOD VENDOR	DIRECTOR/VICE PRESIDENT	DIRECTOR/CITIZENS NATIONAL BANK	PRESIDENT/SWAGGERTY SAUSAGE COMPANY PARTNER/WPCC DEVELOPMENT PROPERTIES VICE PRESIDENT/SWAGGERTY FARMS, INC TREASURER/J&L ENTERPRISES, LLC	20.62%	36% SWAGGERTY SAUSAGE INC 25% WPCC DEVELOPMENT PROPERTIES 25% J&L ENTERPRISES, LLC 33 1/3% KDT Land Company
DAVID VERBLE DANDRIDGE, TN USA	BANKER	DIRECTOR/ SECRETARY/ TREASURER	DIRECTOR/PRESIDENT/CEO /CITIZENS NATIONAL BANK PRESIDENT/CNB COMMUNITY DEVELOPMENT CORP CHIEF MANAGER: COURTHOUSE TITLE & ESCROW ADMINISTRATOR/CNB STATUTORY TRUST I ADMINISTRATOR/CNB STATUTORY TRUST II	PARTNER/WPCC DEVELOPMENT PROPERTIES	5.91%	25% WPCC DEVELOPMENT PROPERTIES
LYNN T WEBB SEVIERVILLE TN USA	CAR DEALER	DIRECTOR/ PRESIDENT	DIRECTOR/ VICE CHAIRMAN/CITIZENS NATIONAL BANK	PRESIDENT/MCNELLY-WHALEY MOTOR COMPANY INC PRESIDENT/WHALEY PROPERTIES, INC PARTNER/WPCC DEVELOPMENT PROPERTIES	21.78%	25% MCNELLY-WHALEY MOTOR COMPANY INC 33% WHALEY PROPERTIES INC 25% WPCC DEVELOPMENT PROPERTIES
SETH WEBB SEVIERVILLE TN USA	CAR DEALER	DIRECTOR	N/A	VICE PRESIDENT/MCNELLY-WHALEY MOTOR COMPANY INC PARTNER/LD&S LP	0.85%	50% LD&S, LP 25% MCNELLY-WHALEY MOTOR COMPANY INC

*CNB BANKSHARES INC OWNS 100% OF CITIZENS NATIONAL BANK. CNB COMMUNITY DEVELOPMENT CORPORATION, CNB STATUTORY TRUST I AND CNB STATUTORY TRUST II
CITIZENS NATIONAL BANK OWNS 100% OF COURTHOUSE TITLE & ESCROW