



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 CFR 211.13(c)); and Section 225.5(b) of Regulation Y (12 CFR 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 CFR 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

Reporter's Name, Street, and Mailing Address

FMB BANCSHARES INC

Legal Title of Bank Holding Company

45 WEST MAIN

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

LAKELAND, GA 31635

City / State / Zip Code

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

FRANKLIN PATTEN

Name / Title

229-482-8100

Area Code / Phone Number

229-482-8155

FAX Number

fpatten@fmb.net

E-mail Address

www.fmb.net

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

1, FRANKLIN PATTEN Sr. VP / CEO
Name and 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 CFR Part 261, that the Reporter and individual consent to public release of all details in the report concerning that individual.

[Signature]
Signature of Bank Holding Company Director and Official

5/18/12
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 Number 1086814

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

Form FR Y-6

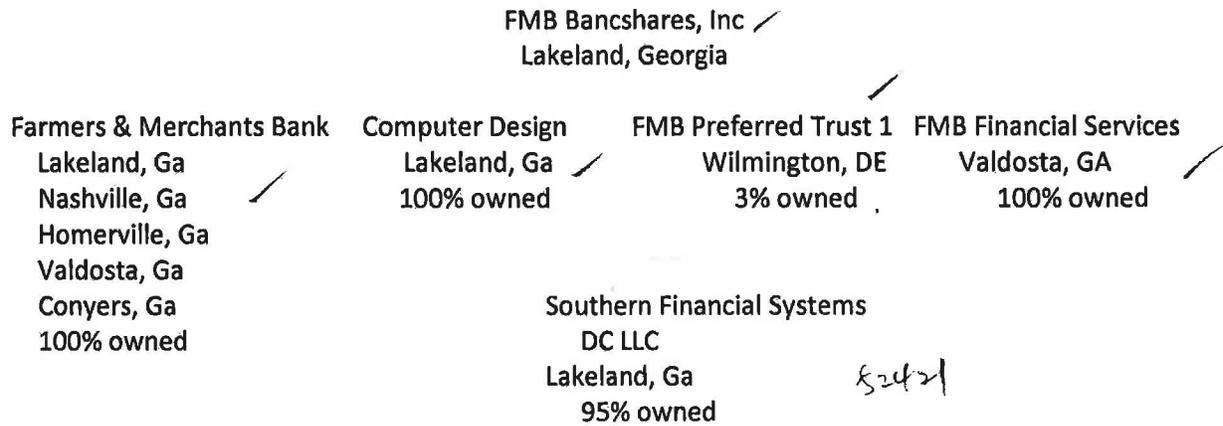
FMB Bancshares, Inc
Lakeland, Georgia

Fiscal Year Ending December 31, 2011

Report Item

- 1: a. The BHC is not required to prepare form 10K with the SEC.
- 1: b. The BHC does prepare an annual report for its shareholders; however, the report for Fiscal Year ending December 31, 2011 has not been prepared as yet.

2. Organizational Chart



Supplement to Organizational Chart

Results: A list of branches for your depository institution: FARMERS & MERCHANTS BANK (ID_RSSD: 763930). This depository institution is held by FMB BANCSHARES, INC. (1086814) of LAKELAND, GA. The data are as of 12/31/2011. Data reflects information that was received and processed through 04/04/2012.

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.

* 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
OK		Full Service (Head Office)	763930	FARMERS & MERCHANTS BANK	4 N CARTER STREET	LAKELAND	GA	31635	LANIER
OK		Full Service	3715323	CONYERS BRANCH OFFICE	2140-2144 OLD COVINGTON ROAD	CONYERS	GA	30013	ROCKDALE
Close	9/1/2010	Full Service	3443514	COVINGTON BRANCH	594 SIGMAN ROAD, SUITE 100	CONYERS	GA	30013	NEWTON
OK		Full Service	2975223	HOMERVILLE BRANCH OFFICE	978 VALDOSTA HIGHWAY	HOMERVILLE	GA	31634	CLINCH
OK		Full Service	622439	NASHVILLE BRANCH	202 WEST WASHINGTON AVENUE	NASHVILLE	GA	31639	BERRIEN
OK		Full Service	3816109	NORTH VALDOSTA BRANCH	3303 INNER PERIMETER ROAD	VALDOSTA	GA	31602	LOWNDES
OK		Full Service	3413085	SOUTH VALDOSTA BRANCH	1201 SOUTH PATTERSON	VALDOSTA	GA	31601	LOWNDES

Form FR Y-6
December 31, 2011

Report Item 3: Shareholders
(1)(a)(1)(b)(1)(c)(2)(a)(2)(b)(2)(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

None

(1)(a) Name & Address	(1)(b) Country of Citizenship	(1) Number & % of each class of Voting securities
✓ W. Larry Lee Lakeland, Ga	USA	28,173 Individually 28,173 8.4%
/ Larry Rodgers Valdosta, GA	USA	17,000 Individually 17,000 5.07%

Form FR Y-6
December 31, 2011

Report Item 4: Directors and Officers

1.Name & Address:	✓ James E. Douglas, Homerville, Ga
2.Principal Occupation if other than BHC:	Owner, Heritage Builders Supply Homerville, Ga
3.(a). Title & Position with BHC	Director
3(b). Title & Position with Subsidiaries:	Director, Farmers & Merchants Bank
3(c). Title & Position with Other Businesses:	Owner, Heritage Builders Supply
4(a): Percentage of Voting Shares in BHC	2.25%
4(b): Percentage of Voting Shares in Subsidiaries:	NA
4(c): Other Companies owned 25%+:	Heritage Builders Supply(100%owner)

1.Name & address	✓ George E. Lee, Nashville, Ga
2. Principal Occupation if other than BHC:	Pharmacist
3.(a) Title & Position with BHC:	Director
3.(b) Title & Position with subsidiaries:	Director, Farmers & Merchants Bank
3.(c) Title & Position with Other Businesses:	NA
4(a) Percentage of Voting Shares in BHC	1.80%
4(b) Percentage of Voting Shares in Subsidiaries	NA
4(c) Other Companies owned 25%+	NA

1. Name & Address:	Jeff Parrish, Adel, Ga
2. Principal Occupation if other than BHC	NA
3(a) Title & Position with BHC	Director/Vice President
3(b) Title & Position with Subsidiaries	President & CEO, Farmers & Merchants Bank
3(c) Title & Position with Other Businesses	NA
4(a) Percentage of Voting Shares in BHC	0.88%
4(b) Percentage of Voting Shares in Subsidiaries	NA
4(c) Other Companies owned 25%+	NA

1. Name & Adress:	Franklin Patten, Lakeland, Ga
2. Principal Occupation if other than BHC	NA
3(a) Title & Position with BHC	Director/CEO & CFO, Secretary & Treasurer
3(b) Title & Position with Subsidiaries	CFO: Farmers & Merchants Bank, Chairman: Southern Financial Systems DC LLC, Chairman: Computer Design
3(c) Title & Position with othe Businesses	NA
4(a) Percentage of Voting Shares in BHC	1.30%
4(b) Percentage of Voting Shares in Subsidiaries	NA
4(c) Other Companies owned 25%+	NA

1. Name & Address:	Alex Lee, Lakeland, Ga
2. Principal Occupation if other than BHC	NA
3(a) Title & Position with BHC	Director
3(b) Title & Position with Subsidiaries	VP, Farmers & Merchants Bank
3(c) Title & Position with Other Businesses	NA
4(a) Percentage of Voting Shares in BHC	0.74%
4(b) Percentage of Voting Shares in Subsidiaries	NA
4(c) Other Companies owned 25%+	NA

1. Name & Address:	Jeff Brown, Homerville, Ga
2. Principal Occupation if other than BHC	Co-Owner, Lutz, Brown, Peagler & Manley Insurance
3(a) Title & Position with BHC	Director
3(b) Title & Position with Subsidiaries	Director, Farmers & Merchants Bank
3(c) Title & Position with Other Businesses	Co-Owner, Lutz, Brown, Peagler & Manley Insurance
4(a) Percentage of Voting Shares in BHC	0.39%
4(b) Percentage of Voting Shares in Subsidiaries	NA
4(c) Other Companies owned 25%+	Lutz, Brown, Peagler & Manley Insurance(49% ownership)

1. Name & Address	✓ Chastain Wardlaw, Valdosta, GA
2. Principal Occupation if other than BHC	NA
3(a) Title & Position with BHC	Director
3(b) Title & Position with Subsidiaries	President:Southern Financial Systems
3(c) Title & Position with Other Businesses	NA
4(a) Percentage of Voting Shares in BHC	.06%
4(b) Percentage of Voting Shares in Subsidiaries	NA
4(c) Other Companies owned 25%+	NA

PENDING APPROVAL

1. Name & Address	L E Watson, Nashville, GA
2. Principal Occupation if other than BHC	Farmer
3(a) Title & Position with BHC	Director
3(b) Title & Position with Subsidiaries	Director, Farmers & Merchants Bank
3(c) Title & Position with Other Businesses	Co-owner:Planters Whse,Longbridge Peanut Co,Watson Properties llc, Watson Farms
4(a) Percentage of Voting Shares in BHC	.09%
4(b) Percentage of Voting Shares in Subsidiaries	NA
4(c) Other Companies owned 25%+	Planters Whse(50%),Longbridge Peanut Co(33%),Watson Prop(50%),Watson Farms(100%)

1. Name & Address	Freddie Palmer, Adel, Ga
2. Principal Occupation if other than BHC	Cook County Timber LLC
3(a) Title & Position with BHC	Director
3(b) Title & Position with Subsidiaries	Director, Farmers & Merchants Bank
3(c) Title & Position with Other Businesses	Manager:Cook County Timber LLC Palmer Farms
4(a) Percentage of Voting Shares in BHC	1.09%
4(b) Percentage of Voting Shares in Subsidiaries	NA
4(c) Other Companies owned 25%+	Cook County Timber LLC(100%) Palmer Farms(100%)

1. Name & Address	Robert Varnedoe, Homerville, Ga
2. Principal Occupation if other than BHC	VP, Lee Container
3(a) Title & Position with BHC	Director
3(b) Title & Position with Subsidiaries	Director, Farmers & Merchants Bank
3(c) Title & Position with Other Businesses	Ex. VP: Lee Container; minority int: Thomas & Howard Wholesale Groc.
4(a) Percentage of Voting Shares in BHC	.12%
4(b) Percentage of Voting Shares in Subsidiaries	NA
4(c) Other Companies owned 25%+	NA