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OMB Number 7100-0297
Approval expires December 31, 2014
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Board of Governors of the Federal Reserve System



Annual Report of Bank Holding Companies—FR Y-6

3374935

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, Alan Walters
Name of the Bank Holding Company Director and Official
President & CEO
Title of the Bank Holding Company Director and Official

Reporter's Name, Street, and Mailing Address
First Commercial Bancshares, Inc.
Legal Title of Bank Holding Company
P.O. Box 12868
(Mailing Address of the Bank Holding Company) Street / P.O. Box
Jackson MS 39236
City State Zip Code
1300 Meadowbrook Rd.
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.

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:
Jaime M. Stein CPA
Name Title
601-351-1135
Area Code / Phone Number / Extension
601-948-6000
Area Code / FAX Number
jstein@bkd.com
E-mail Address
Not applicable
Address (URL) for the Bank Holding Company's web page

Signature of Bank Holding Company Director and Official
Date of Signature 3/26/12

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. _____

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

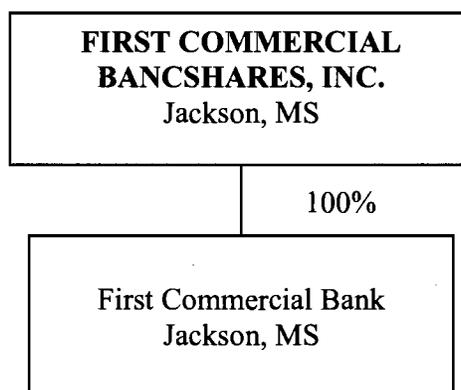
Form FR Y-6

**First Commercial Bancshares, Inc.
Jackson, Mississippi
Fiscal Year Ending December 31, 2011**

Report Item

- 1) The bank holding company is not registered with the Securities and Exchange Commission and an annual report to its shareholders is not prepared.

- 2)
 - a) Organization Chart:



- b) Domestic Branch Listing:

Submitted via e-mail on March 16, 2012.

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First Commercial Bancshares, Inc.
Fiscal Year Ending 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

(1)(a) Name & Address (City, State)	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and % of Each Class of Voting Securities
William R. James Jackson, MS	USA	40,128 shares – 5.19% Common Stock

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

(2)(a) Name & Address (City, State)	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and % of Each Class of Voting Securities
NONE		

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First Commercial 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 & addresses (City, State)	(2) Principal occupation if other than with Bank Holding Company	(3)(a) Title & position with Bank Holding Company	(3)(b) Title & position with First Commercial Bank	(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 First Commercial Bank	(4)(c) List names of other companies (includes partnerships) if 25% or more of voting shares are held (list names of companies and percentage of voting shares held)
Alan H. Walters Jackson, MS	N/A	President/CEO/ Director	President/CEO/ Director	N/A	1.23%	N/A	N/A
Robert Halford Ridgeland, MS	N/A	Secretary/Treasurer	Sr. Vice-President Finance & Operations	N/A	0.17%	N/A	N/A
Mark S. Bounds Madison, MS	Real Estate Broker	Director	Director	Member (Sabaco, LLC); Member (Shiloh Land, LLC) President (Madison Capital Partners, LLC)	0.55%	N/A	N/A
Charles T. Cannada Jackson, MS	Investor	Director	Director	Partner (1245 Old Alpharetta Partners, LLC) Chairman (Nanoventions, Inc.)	2.68%	N/A	1245 Old Alpharetta Partners, LLC (43.5%)
M. Ray Grubbs Ridgeland, MS	Professor	Director	Director	Partner (Voice Signature, LLC)	2.14%	N/A	N/A
C. Delbert Hosemann, Jr. Jackson, MS	Attorney	Director	Director	Partner (Phelps Dunbar, LLP) Partner (Hosemann Investments, LLC)	1.02%	N/A	Hosemann Investments, LLC (75%)
William R. James Jackson, MS	Oil & Gas	Director	Director	See Attached Listing	5.19%	N/A	See Attached Listing
J. David Marsh, III Jackson, MS	Construction	Director	Director	Owner (Benchmark Construction Corporation)	0.58%	N/A	N/A

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James W. Hood Jackson, MS	Investor	Director	Director	Chairman (Hood Cable Co.); Manager (HFC-Oxford, LLC); Treasurer (Hood Farms of MS, Inc.); Manager (Hood Asset Mgt, LLC); Owner (MOCA, LLC); Manager (Regatta Development, LLC)	1.75%	N/A	Hood Cable Co. (100%) HFC-Oxford, LLC (100%) Hood Farms of MS, LLC (50%) Hood Asset Mgt, LLC (50%) MOCA, LLC (49%) Regatta Development, LLC (25%)
Gerry Ann Houston Jackson, MS	Physician	Director	Director	Partner (Jackson Oncology Associates)	0.61%	N/A	N/A
Paul G. Moak, Jr. Jackson, MS	Auto Sales	Director	Director	President (Paul Moak Pontiac, Inc.); President (Paul Moak of Ridgeland, Inc.); President (Topisaw, LLC)	0.83%	N/A	N/A
Robert L. Gibbs Jackson, MS	Attorney	Director	Director	Partner (Brunini, Grantham, Grower & Hewes)	0.03%	N/A	N/A

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

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Steven G. Rogers Jackson, MS	Commercial Real Estate	Director	Director	CEO, President & Director (Parkway Properties)	0.62%	N/A	Parkway Properties (1.8%)
T. Calvin Wells Jackson, MS	Attorney	Director	Director	Partner (Wells, Moore, Simmons & Hubbard, PLLC)	2.64%	N/A	N/A
William J. VanDevender Jackson, MS	Timber Investor	Director	Director	President (CLAW Forestry Services); President (Van Farms); Partner (Martha's Vineyard Golf Partners); Manager (Southern Timber Venture)	0.83%	N/A	CLAW Forestry Services (100%); Van Farms (85%); Martha's Vineyard Golf Partners (39.33%)