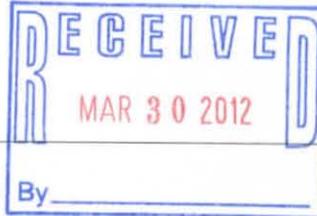




Annual Report of Bank Holding Companies—FR Y-6



1086122

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, Tommy Whittaker

Name of the Bank Holding Company Director and Official

President, CEO and Director

Title of the Bank Holding Company Director and Official

Reporter's Name, Street, and Mailing Address

First Farmers Bancshares, Inc.

Legal Title of Bank Holding Company

120 Village Dr. / P.O. Box 10

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

Portland TN 37148

City State Zip Code

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.

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:

Mickie E. Hodge EVP

Name Title

615-325-2265-1108

Area Code / Phone Number / Extension

615-325-5470

Area Code / FAX Number

mhodge@thefarmersbank.net

E-mail Address

thefarmersbank.net

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

Signature of Bank Holding Company Director and Official

Date of Signature

3/29/12

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

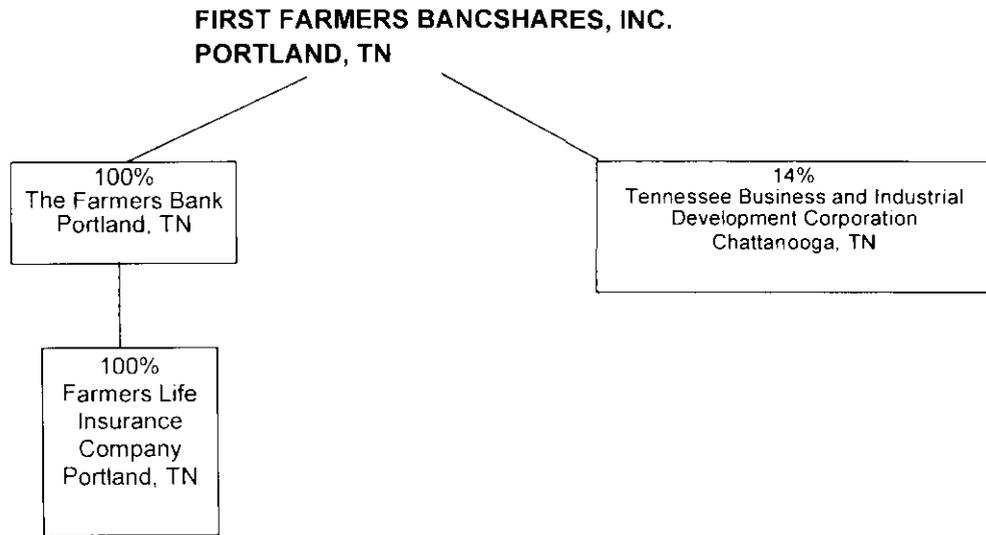
**First Farmers Bancshares, Inc.
PO Box 10
Portland, TN 37148**

Report Item 1.

- 1.A The bank holding company is not required to prepare form 10K with SEC.
- 1.B The bank holding company prepares an annual report for its shareholders.

Two copies are enclosed.

Report Item 2a. Organization Chart



Report Item 2b. Domestic Branch Listing

Submitted via email on March 13, 2012

Results: A list of branches for your depository institution. FARMERS BANK, THE (ID: RSSD-901938)
 The depository institution is held by FST FARMERS BANCORP, INC. (1086122) of PORTLAND, TN
 The data are as of 12/31/2012. Data reflects information that was received and processed through 02/05/2013

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*	Comments
OK		Full Service	901938	FARMERS BANK, THE	120 VILLAGE DRIVE	PORTLAND	TN	37148		SUMNER	UNITED STATES	1118	0	FARMERS BANK, THE	901938	
OK		Full Service	3346067	CROSS PLAINS OFFICE	7836 HIGHWAY 25	CROSS PLAINS	TN	37049		ROBERTSON	UNITED STATES	438026	9	FARMERS BANK, THE	901938	
OK		Full Service	2673763	MILLERSVILLE BRANCH	1250 LOUISVILLE HIGHWAY	GOODLETTSVILLE	TN	37072		SUMNER	UNITED STATES	427743	8	FARMERS BANK, THE	901938	
OK		Full Service	782731	NORTH BROADWAY BRANCH	107 NORTH BROADWAY	PORTLAND	TN	37148		SUMNER	UNITED STATES	208731	7	FARMERS BANK, THE	901938	
OK		Full Service	2356807	RIDGETOP BRANCH	1765 HIGHWAY 41 SOUTH	RIDGE TOP	TN	37152		ROBERTSON	UNITED STATES	190004	6	FARMERS BANK, THE	901938	
OK		Full Service	725835	SPRINGFIELD BRANCH	1263 MEMORIAL BLVD	SPRINGFIELD	TN	37172		ROBERTSON	UNITED STATES	15266	4	FARMERS BANK, THE	901938	
OK		Full Service	4107907	TOM AUSTIN HIGHWAY BRANCH	3490 TOM AUSTIN HIGHWAY	SPRINGFIELD	TN	37272		ROBERTSON	UNITED STATES	497948	11	FARMERS BANK, THE	901938	
OK		Limited Service	976235	WESTMORELAND BRANCH	5804 AUSTIN PEAY HWY	WESTMORELAND	TN	37186		SUMNER	UNITED STATES	208717	10	FARMERS BANK, THE	901938	
OK		Full Service	704933	31 WEST DRIVE THRU BRANCH	2790 HIGHWAY 31 WEST 50L TH	WHITE HOUSE	TN	37188		SUMNER	UNITED STATES	190001	3	FARMERS BANK, THE	901938	
OK		Full Service	203338	WHITE HOUSE BRANCH	515 HIGHWAY 76	WHITE HOUSE	TN	37188		ROBERTSON	UNITED STATES	190003	3	FARMERS BANK, THE	901938	

Report Item 3: Securities Holders

1a. Name, City & State/Country	1b. Country of Citizenship	1c. Number & Percentage of voting securities	
Douglas & Irene Williams Portland, TN / USA	USA	190,518 shares - 10.26% Common Stock	
William Earls Portland, TN / USA	USA	114,969 shares - 6.19% Common Stock	
James L. Wilkinson Revocable Trust Dorothy D. Wilkinson Revocable Trust Portland, TN / USA	USA	54,590 shares - 2.94% Common Stock 54,589 shares - 2.94% Common Stock	
Joe Freedle Portland, TN / USA	USA	117,525 shares - 6.33% Common Stock 41,475 shares - 2.23% Common Stock	(Indirect Control of Christine Denton)

2a. Name & Address	2b. Country of Citizenship	2c. Number & Percentage of voting securities	
NONE			

Report Item 4: Insiders

(1) Name, City and State Country	(2) Principal Occupation	(3)(a) Title & Position with BHC	(3)(b) Title & Position with Subsidiary	(3)(c) Title & Position with other Business	(4)(a) Percentage of Voting Shares	(4)(b) Percentage of Shares in Sub.	(4)(c) Other Securities of 25% or more in securities
✓ Joe Freddie Portland, TN/USA	Certified Public Accountant	Director	The Farmers Bank-Director	None	8.56% * * Includes 2.23% of indirect control - Christine Denton	None	None
✓ John C. Wilkinson Portland, TN/USA	Realtor - Herb Lord Realtors	Director	The Farmers Bank-Director Farmers Life Ins. Co.-Director	Northside Mini Storage - Sole Proprietorship	1.08%	None	Northside Mini Storage
✓ Donald L. Eden White House, TN/USA	Manager, SLE, Inc.	Director	The Farmers Bank-Director	Spring Creek Ventures, LP / Chief Manager	1.63%	None	Spring Creek Ventures, LP - 50%
✓ Daniel H. Green Cross Plains, TN/USA	Pharmacist	Director	The Farmers Bank-Director	Thomas Drugs - Owner	0.70%	None	Thomas Drugs - 100% Ownership
✓ Herbert Lord White House, TN/USA	Self Employed- Mgr. Herb Lord Realtors	Chairman of the Board Director	The Farmers Bank- Chairman of the Board Farmers Life Ins. Co.-Director	White House Realty LLC dba Keller Williams - Partner Quail Ridge Center, LLC - Owner AAA Inc. - Stockholder AAA Leasing, LLC - Partner B & L Development, LLC - Partner Greystone Enterprise, LLC - Partner Life Gym - Owner Terry's Market - Partner DC Fitness Center - Owner	1.66%	None	White House Realty LLC dba Keller Williams - 55% Quail Ridge Center, LLC - 100% AAA Inc. - 50% AAA Leasing, LLC - 50% B & L Development, LLC - 50% Greystone Enterprises, LLC - 50% Life Gym - 100% Terry's Market - 50% DC Fitness Center - 100%
✓ James B. Donoho, III Portland, TN/USA	Nurseryman - Owner	Director	The Farmers Bank-Director	Donoho Nursery - Owner Donoho Rentals - Partner	50.00% <i>55%</i>	None	Donoho Nursery - 100% Donoho Rentals - 100%
✓ Jerry Taylor Portland, TN/USA	Retired from The Farmers Bank	Director	The Farmers Bank-Director Farmers Life Ins. Co- Director, Pres./CEO	Plateau Group, Inc. - Director Plateau Ins. Co. - Director TN Business & Industrial Dev. Corp. - Chairman & Director WT Partnership - Partner J & W Partnership - Partner	1.03%	None	WT Partnership - 50% J & W Partnership - 50%
✓ Randall M. Collins Portland, TN/USA	Veterinarian	Director	The Farmers Bank-Director	None	1.30%	None	None

(1) Name, City and State Country	(2) Principal Occupation	(3)(a) Title & Position with BHC	(3)(b) Title & Position with Subsidiary	(3)(c) Title & Position with other Business	(4)(a) Percentage of Voting Shares	(4)(b) Percentage of Shares in Sub.	(4)(c) Other Securities of 25% or more in securities
✓ Tommy Whittaker Portland, TN/USA	The Farmers Bank - President, CEO, Director	President, CEO, Director	Farmers Life Ins. Co. - Director, President	None	0.08%	None	None
			The Farmers Bank - President, CEO, Director				
✓ Mickie E. Hodge Portland, TN/USA	The Farmers Bank - EVP / CAO	Secretary to the Board/ Treasurer	The Farmers Bank - Exec VP/CAO, Secretary to Board Farmers Life Ins. Co - Director, Sec & Treasurer	None	0.09%	None	None
✓ William A. Nash White House, TN/USA	The Farmers Bank - EVP / Branch Adm	Vice President	Farmers Life Insurance Co. - Director, VP The Farmers Bank - EVP / Branch Adm.	None	0.01%	None	None
✓ Douglas & Irene Williams Portland, TN/USA	Self Employed - Agriculture	Principal Shareholder	None	None	10.26%	None	None