

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, 2013

Month / Day / Year

I, Paul M. Reed

Name of the Holding Company Director and Official

President/Director

Title of the Holding Company Director and Official

Reporter's Name, Street, and Mailing Address

Farmers Bancshares, Inc.

Legal Title of Holding Company

211 W 2nd St

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

Pomeroy

OH

45769

City

State

Zip Code

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

Donna J. Schmoll

Treasurer

Name

Title

740 992 4110

Area Code / Phone Number / Extension

7409924354

Area Code / FAX Number

donna.schmoll@fbsc.com

E-mail Address

www.fbsc.com

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

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.

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.

Paul M. Reed, President

Signature of Holding Company Director and Official

3/26/2014

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

1132814

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

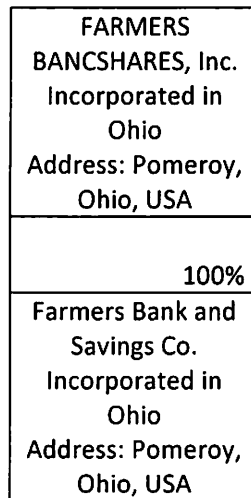
**FARMERS BANCSHARES, INC.
POMEROY, OHIO**

Fiscal Year Ending December 31, 2013

Report item:

- 1: The BHC does prepare an annual report for its shareholders and is not registered with the SEC. As specified by the appropriate Reserve Bank, one original copy is enclosed.

2(a): Organizational Chart:



2(b) Changes and Corrections to the branch listing: **None since last report, emailed March 25, 2014. Please see next page for Domestic Branch Listing.**

Results: A list of branches for your depository institution: FARMERS BANK AND SAVINGS COMPANY, THE (ID_RSSD: 58225).
 This depository institution is held by FARMERS BANK SHARES, INC. (1132814) of POMEROY, OH.
 The data are as of 12/31/2013. Data reflects information that was received and processed through 01/07/2014.

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	3/25/2014	Full Service (Head Office)	58225	FARMERS BANK AND SAVINGS COMPANY, THE	211 WEST SECOND STREET	POMEROY	OH	45769	MEIGS	UNITED STATES	491	0	FARMERS BANK AND SAVINGS COMPANY, THE	58225	
OK	3/25/2014	Full Service	2559605	GALLIPOLIS BRANCH	164 UPPER RIVER ROAD	GALLIPOLIS	OH	45631	GALLIA	UNITED STATES	185437	2	FARMERS BANK AND SAVINGS COMPANY, THE	58225	
OK	3/25/2014	Full Service	4587992	POMEROY BRANCH	640 EAST MAIN STREET	POMEROY	OH	45769	MEIGS	UNITED STATES	Not Required	Not Required	FARMERS BANK AND SAVINGS COMPANY, THE	58225	
OK	3/25/2014	Full Service	1159857	TUPPERS PLAINS BRANCH	42068 STATE ROUTE 7	TUPPERS PLAINS	OH	45783	MEIGS	UNITED STATES	185436	1	FARMERS BANK AND SAVINGS COMPANY, THE	58225	
OK	3/25/2014	Full Service	3215636	MASON BRANCH	424 SECOND STREET	MASON	WV	25260	MASON	UNITED STATES	422416	3	FARMERS BANK AND SAVINGS COMPANY, THE	58225	
OK	3/25/2014	Full Service	3450688	POINT PLEASANT BRANCH	1716 JEFFERSON BOULEVARD	POINT PLEASANT	WV	25550	MASON	UNITED STATES	451490	4	FARMERS BANK AND SAVINGS COMPANY, THE	58225	

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Farmers Bancshares, Inc.**

Fiscal Year Ending December 31, 2013

Report item 3: Securities Holders
(1)abc and (2) abc

Current Securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2013

Securities holders not listed in 3(1a) through 3 (1c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12-31-2013

1a Name City, State	1b Country of Citizenship or incorporation	1c Number and Percentage of Each Class of voting Securities
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2a Name City, State	2b Country of Citizenship or incorporation	2c Number and Percentage of Each Class of voting Securities
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Paul M. Reed Middleport OH [REDACTED]	USA USA	10,250 - 8.20% Common Stock
Theodore T. Reed III Pomeroy OH [REDACTED]	USA USA	10,162 - 8.13% Common Stock
Bruce J. Reed Paris TN [REDACTED]	USA USA	9,712 - 7.77% Common Stock

None

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Farmers Bancshares, Inc.

Fiscal Year Ending December 31, 2013

Report Item 4: Insiders
(1), (2), (3) abc and (4) abc

(1) NAME ADDRESS	(2) TITLE/HLD CO TITLE/BANK	(3)a TITLE OTHER BUSINESS	(3)c PRINCIPAL OCCUPATION	(4)a % OF OWNERSHIP of HOLDING COMPANY	(4)b % OF OWNERSHIP of OTHER COMPANY	(4)c OTHER COMPANY TITLE
Paul M. Reed Middleport OH [REDACTED] USA	President President/CEO Director	N/A	Banker	# of shares 10,250 % of Stock 8.2%	N/A	N/A
Paul E. Kloes Pomeroy, OH [REDACTED] USA	Director/VP Chairman of Board	N/A	Retired Banker	# of shares 140 % of Stock .112%	N/A	N/A
Douglas Little Racine, OH [REDACTED] USA	Director	Attorney	Attorney Little, Sheets and Barr	# of shares 829 % of Stock 0.663%	38.5% Little Sheets and Barr Law Firm	Partner
Theodore T. Reed, III Pomeroy, OH [REDACTED] USA	Director	Executive Director	Community Action Agency Gallia-Meigs Community Action Agency	# of shares 10,162 % of Stock 8.13%	N/A	N/A
Thomas W. Karr Pomeroy, OH [REDACTED] USA	Director	Administrator/ Businessman	Partner/Owner Karr Contracting, Inc.	# of shares 100 % of Stock 0.08	100% Karr Contracting, Inc. 100% Certified Mechanical 50% Mill Street Village, LLC 50% Precision Fabricators, Inc. 100% Shade River Agriculture, Inc. 25% Karr Construction	President President President President Vice-President

(1) NAME ADDRESS	(2) TITLE/HLD CO TITLE/BANK	(3)a TITLE OTHER BUSINESS	(3)c PRINCIPAL OCCUPATION	(4)a % OF OWNERSHIP of HOLDING COMPANY	(4)b % OF OWNERSHIP of OTHER COMPANY	(4)c OTHER COMPANY TITLE
David L. Weber Reedsville OH [REDACTED] USA	Director	Construction/ Heavy	President	# of shares 500 % of Stock 0.4%	85% D V Weber Construction, Inc.	President
John F. Musser Pomeroy, OH [REDACTED] USA	Director	N/A	Retired Insurance Company Owner	# of shares 190 % of Stock .15%	N/A	N/A
Jared A. Sheets Pomeroy, OH [REDACTED] USA	Director	N/A	Holzer Health Systems Doctor	# of shares 100 % of Stock 0.08	N/A	N/A