

Billingsley R J SR
 Form 3/A
 February 02, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | |
|---|---------|--------------------------------------|---|--|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Barnhill Gordon JR | | (Month/Day/Year) | VISION BANCSHARES INC [vbal.ob] | |
| (Last) | (First) | (Middle) | 04/29/2004 | |
| PO BOX 644 | | | 4. Relationship of Reporting Person(s) to Issuer | |
| (Street) | | | (Check all applicable) | |
| ROBERTSDALE, Â AL Â 36567 | | | <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | |
| (City) | (State) | (Zip) | 5. If Amendment, Date Original Filed(Month/Day/Year) | |
| | | | 04/29/2004 | |
| | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock (1) ⁽¹⁾ | 5,425 ⁽²⁾ | I | By Gulf Shores Investment Group, LLC (2) ⁽²⁾ |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) Title | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|---|--|---|--|
|---|---|---|--|---|--|

| Date Exercisable | Expiration Date | Amount or Number of Shares | or Indirect (I) (Instr. 5) |
|---------------------|--------------------|----------------------------------|----------------------------------|
|---------------------|--------------------|----------------------------------|----------------------------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Barnhill Gordon JR PO BOX 644 ROBERTSDALE, AL 36567 | Â X | Â | Â | Â |
| Billingsley R J SR PO BOX 190279 MOBILE, AL 36619 | Â X | Â | Â | Â |
| Brackin Julian Byron Jr PO BOX 998 FOLEY, AL 36536 | Â X | Â | Â | Â |
| Campbell Joe 110 EAGLE DRIVE ALBERTVILLE, AL 35951 | Â X | Â | Â | Â |
| Moody William Douglas PO BOX 2433 GULF SHORES, AL 36547 | Â X | Â | Â | Â |
| Owen James R JR PO BOX 895 GULF SHORES, AL 36547 | Â X | Â | Â | Â |
| Peak Donald Wayne 2215 32ND STREET NORTHPORT, AL 35476 | Â X | Â | Â | Â |
| Phillips Rick Allen PO BOX 3351 GULF SHORES, AL 36547 | Â X | Â | Â | Â |
| Scarbrough Daniel McGehee MD 30815 PENINSULA DRIVE ORANGE BEACH, AL 36561 | Â X | Â | Â | Â |

Signatures

William E.
Blackmon, POA

02/02/2005

__Signature of Reporting
Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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- (1) The securities reported in this amended Form 3 were erroneously omitted from the reporting person's original Form 3.

The reported securities are held by Gulf Shores Investment Group, LLC, a limited liability company of which the reporting person is a member. The reporting person disclaims beneficial ownership of the Vision Bancshares, Inc. common stock held by Gulf Shores

- (2) Investment Group, LLC except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities so disclaimed for purposes of Section 16 or for any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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