

Edgar Filing: MCGRAW EDWARD ROBINSON - Form 5

MCGRAW EDWARD ROBINSON

Form 5

February 14, 2003

FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

() Check this box if
no longer subject to
Section 16. Form 4 or
Form 5 obligations may
continue. See Instruction 1(b)

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() Form 3 Holdings Reported

() Form 4 Transactions Reported

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

=====

1. Name and Address of Reporting Person*

Edward Robinson McGraw
2120 Applewood Drive
Tupelo, MS 38804

2. Issuer Name and Ticker or Trading Symbol

Peoples Holding Company (PHC)

3. IRS Identification Number of Reporting Person, if an entity (Voluntary)

425-92-6832

4. Statement for Month/Day/Year

December 31, 2002

5. If Amendment, Date of Original (Month/Day/Year)

6. Relationship of Reporting Person(s) to Issuer (Check all applicable)

(X) Director () 10% Owner
(X) Officer (give title below) () Other (specify below)

President and Chief Executive Officer

7. Individual or Joint/Group Filing (Check Applicable Line)

(X) Form filed by One Reporting Person
() Form filed by More than One Reporting Person

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Table I - - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr.3)	2. Trans- action Date (Mo/Dy/Yr)	2a.Deemed Execution Date, if any (Mo/Dy/Yr)	3. Trans- action Code V	4.Securities Acquired (A) or Disposed of (D) (Instr.3,4 and 5) Amount (A) or (D) Price	5. Amou Secu Bene Owe of I Fisc (s) and
Common Stock					5,1
Common Stock					1,4
Common Stock					5,1
Common Stock					4

(1) Prior to December 31, 2001, the reporting person had acquired 1,213.98 shares of the Company 401(k) Plan. The end of period holdings reflect ownership as the most recent plan statement

(2) Prior to December 31, 2001, the reporting person had acquired 6,484.78 shares of the Company ESOP Plan. The end of period holdings have been adjusted to reflect shares allocated during pursuant to a diversification election.

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

*If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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(Over)
SEC 1474 (9-02)

FORM 5 (Continued)

TABLE II - - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr.3)	2. Convers- ion or Exercise Price of	3. Trans- action Date	3A Deemed Execution Date, if any	4. Transact- ion Code (Instr.8)	5. Numb Deri Secu Acqu
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	Derivative				Disp
	Security				(D) (
					and
		(M/D/Y)	(M/D/Y)	Code	V (A)

Phantom Stock

Employee Stock Option (Right to buy)

7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr.5)	9. Number of Derivative Securities Beneficially Owned at end of Year (Instr.4)	10. Ownership of Derivative Security Direct (D) Indirect (Instr.4)
Title	Amount or Number of Shares			
			134.79	D
			20,000.00	D

Explanation of Responses:

/s/ Edward Robinson McGraw

February 14, 2003

**Signature of Reporting Person

Date

** 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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