

O'Keefe Jeffrey H  
Form 5  
January 25, 2019

**FORM 5**

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

OMB APPROVAL

OMB Number: 3235-0362  
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).  
Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL STATEMENT OF CHANGES IN 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

1. Name and Address of Reporting Person \*  
O'Keefe Jeffrey H  
(Last) (First) (Middle)  
2. Issuer Name and Ticker or Trading Symbol  
PEOPLES FINANCIAL CORP /MS/ [pfbx]  
3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
01/25/2019  
4. If Amendment, Date Original Filed(Month/Day/Year)  
5. Relationship of Reporting Person(s) to Issuer  
(Check all applicable)  
\_X\_ Director \_\_\_\_\_ 10% Owner  
\_\_\_\_\_ Officer (give title below) \_\_\_\_\_ Other (specify below)

2338 BEAU CHENE  
(Street)

BILOXI,Â MSÂ 39532-3134  
(City) (State) (Zip)

\_X\_ Form Filed by One Reporting Person  
\_\_\_\_ Form Filed by More than One Reporting Person

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|-----------------------------------|
| Peoples Financial Corp/MS/      | 12/31/2018                           | 12/31/2018   | J                              | 2 A \$ 0  | 1,015  | I  | For Son                           |

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

**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.**

SEC 2270 (9-02)

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

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|  |  |                                      |  |                                |   |  |   |  |                        |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|------------------------|
| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. of D S B O E I F (I |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|------------------------|

|  |                  |                 |       |                            |
|--|------------------|-----------------|-------|----------------------------|
|  | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|  | (A)              | (D)             |       |                            |

### Reporting Owners

| Reporting Owner Name / Address                                | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| O'Keefe Jeffrey H<br>2338 BEAU CHENE<br>BILOXI, MS 39532-3134 | X             | X         | X       | X     |

### Signatures

|                                 |            |
|---------------------------------|------------|
| Jeffrey H.<br>O'Keefe           | 01/25/2019 |
| **Signature of Reporting Person | Date       |

### Explanation of Responses:

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

Remarks:  
Represents Plan Participant directed transaction in the PFC Dividend Reinvestment/Stock Purchase Plan.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.