

Edgar Filing: JOHNSON STUART - Form 5

JOHNSON STUART  
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)

OMB APPROVAL  
OMB Number: 3235-0362  
Expires: January 31, 2005  
Estimated average burden  
hours per response.....1.0

- ( ) 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\*

Stuart Johnson  
125 Dunbar Avenue  
Corinth, MS 38834

2. Issuer Name and Ticker or Trading Symbol

Peoples Holding Company (PHC)

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

427-92-9330

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)

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

Executive Vice President and Chief Financial 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

Edgar Filing: JOHNSON STUART - Form 5

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

1. Title of Security (Instr.3)	2. Transaction Date (Mo/Dy/Yr)	2a. Deemed Execution Date, if any (Mo/Dy/Yr)	3. Transaction Code (Instr.8)	3A. Deemed Execution Date, if any	4. Securities Acquired (A) or Disposed of (D) (Instr.3,4 and 5)	5. Amount
Common Stock						7
Common Stock						81
Common Stock						5,01

(1) Prior to December 31, 2001, the reporting person had acquired 650.37 shares of the Company's 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 4,781.43 shares of the Company ESOP Plan. The end of period holdings have been adjusted to reflect shares allocated during

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).

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.

(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. Conversion or Exercise Price of Derivative Security	3. Transaction Date	3A. Deemed Execution Date, if any	4. Transaction Code (Instr.8)	5. Number of Derivative Securities Acquired (D) or Disposed of (A)

Edgar Filing: JOHNSON STUART - Form 5

		(M/D/Y)	(M/D/Y )	Code	V	(A)
--	--	---------	----------	------	---	-----

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			
			3,500.00	D

Explanation of Responses:

/s/ Stuart Johnson

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).

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.