

Edgar Filing: DICKERSON MARSHALL - Form 5

DICKERSON MARSHALL
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
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- () Form 3 Holdings Reported
- (X) 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*

Marshall Dickerson
105 West College Street
Booneville, MS 38829

2. Issuer Name and Ticker or Trading Symbol

Peoples Holding Company (PHC)

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

587-46-2993

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
- () Officer (give title below) () Other (specify below)

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. Transaction Date (Mo/Dy/Yr)	2a. Deemed Execution Date, if any (Mo/Dy/Yr)	3. Transaction Code (Instr.8)	4. Securities Acquired (A) or Disposed of (D) (Instr.3,4 and 5)			5. Amount of Securities Beneficially Owned (s) (and
				Amount	(A) or (D)	Price	
Common Stock							5,3
Common Stock	01/20/99		P4	469	A	31.50	4

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

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17. Title and Amount of Underlying Securities (Instr. 3 and 4)	18. 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	58.21	D

Explanation of Responses:

/s/ Marshall Dickerson

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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