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BROOKS FRANK B 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 Insturction 1(kg	D)		OMB Number: Expires: J. Estimated a hours per re	anuary :	235-0362 31, 2005 burden
() Form 3 Holdings Reported					
() Form 4 Transactions Repor	rted				
STATEMENT C	OF CHANGES IN BI	ENEFICIAL (DWNERSHIP		
Filed pursuant to Section 16 17(a) of the Public Utility F Investment Company Act of 194	Holding Company		-		
1. Name and Address of Report	ting Person*	======			======
Frank B. Brooks 8287 CR 225 Water Valley, MS 3896	55				
2. Issuer Name and Ticker or	Trading Symbol	1			
Peoples Holding Compa	any (PHC)				
3. IRS Identification Number	of Reporting I	Person, if	an entity (Volunta	ry)
426-90-3151					
4. Statement for Month/Day/Y	/ear				
December 31, 2002					
5. If Amendment, Date of Ori	ginal (Month/I	Day/Year)			
6. Relationship of Reporting	g Person(s) to :	Issuer (Che	eck all appl	icable)	
(X) Director () Officer (give t) 10% Owne) Other (s		w)	
7. Individual or Joint/Group (X) Form filed by (One Reporting Po	erson	·		

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

+	+	+	-+	+	-+
1. Title of	2. Trans-	2a.Deemed	3. Trans-	4.Securities Acquired (A)	5. Amou
Security	action	Execution	action	or Disposed of (D)	Secu
1	Date	Date, if	Code	(Instr.3,4 and 5)	Bene
(Instr.3)		any	(Instr.8)		Owne
]				+	- of I
1		1			Fisc
1		1		(A) or	(s)(
	(Mo/Dy/Yr)	(Mo/Dy/Yr)	Code V	Amount (D) Price	and
	+	+		++	-+

Common Stock 13,4

Common Stock

(1) The reporting person no longer has a reportable beneficial interest in 748 shares of the Comp son and included in the reporting person's prior ownership reports.

(2) The reporting person disclaims a reportable beneficial interest in 30 shares of the Company's

daughter.

Reminder: Report on a separate line for each class of securities benefically 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)

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

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					(M/D/Y)			
Phantom Stock								
4								
7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Pr:			9. Number ative Solution	1		
 	Amount or Number of Shares	 			of Year		' 	Direct(Direct(Indirect(Instr.4
'		,			25	7	ı	D
Explanation of Res	sponses:							

February 14, 2003

Date

/s/ Frank B. Brooks

**Signature of Reporting Person

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.

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