

As filed with the Securities and Exchange Commission on April 2, 1999

Registration No. 333-72507

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SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

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POST-EFFECTIVE AMENDMENT NO. 1  
FORM S-4 REGISTRATION STATEMENT  
UNDER THE SECURITIES ACT OF 1933

THE PEOPLES HOLDING COMPANY  
(Exact name of registrant as specified in its charter)

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MISSISSIPPI

6712

64-0676974

(State or other jurisdiction of  
incorporation or organization)

(Primary Standard Industrial  
Classification Code Number)

(I.R.S. Employer  
Identification No.)

209 Troy Street  
Tupelo, Mississippi 38801-4827  
(601) 680-1001

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(Address, including zip code and telephone number, including area code,  
of registrant's principal executive offices)

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John W. Smith  
The Peoples Holding Company  
209 Troy Street  
Tupelo, Mississippi 38801-4827  
(601) 680-1001

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Copy To:  
J. Franklin McCreary, Esq.  
Gerrish & McCreary, P.C.  
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Nashville, Tennessee 37201  
(615) 251-0900  
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## CONSUMMATION OF MERGER

The Merger of Inter-City Federal Bank for Savings, Louisville, Mississippi, with and into The Peoples Bank & Trust Company, Tupelo, Mississippi (the "Merger") was consummated effective at the close of business on March 26, 1999.

In connection with the Merger, the Registrant issued 347,382 of the 347,405 shares registered pursuant to Registration Statement No. 333-72507.

## REMOVAL FROM REGISTRATION OF SECURITIES

The purpose of this Post-Effective Amendment No. 1 is to remove from registration the 23 shares that were not issued pursuant to the Merger.

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## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant has duly caused this Post-Effective Amendment No. 1 to the Registration Statement on Form S-4 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Tupelo, State of Mississippi, on April 1, 1999.

## THE PEOPLES HOLDING COMPANY

By: /s/ John W. Smith

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John W. Smith  
President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to Registration Statement on Form S-4 has been signed by the following persons in the capacities and on the dates indicated.

Dated: April 1, 1999

/s/ John W. Smith

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John W. Smith  
President and Director (Chief Executive Officer)

Dated: April 1, 1999

/s/ Robert C. Leake

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Robert C. Leake, Director

Dated: April 1, 1999

/s/ William M. Beasley

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William M. Beasley, Director

Dated: April 1, 1999

/s/ George H. Booth, III

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George H. Booth, III, Director

Dated: April , 1999

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Frank B. Brooks, Director

Dated: April , 1999

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John M. Creekmore, Director

Dated: April 1, 1999

/s/ Marshall H. Dickerson

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Marshall H. Dickerson, Director

Dated: April , 1999

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A.M. Edwards, Jr., Director

Dated: April 1, 1999

/s/ Eugene B. Gifford, Jr.

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Eugene B. Gifford, Jr., Director

/s/ C. Larry Michael \*

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C. Larry Michael, Director

/s/ Jimmy S. Threldkeld \*

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Jimmy S. Threldkeld, Director

/s/ J. Heywood Washburn \*

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J. Heywood Washburn, Director

Robert H. Weaver, Director

J. Larry Young, Director

/s/ Stuart R. Johnson

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Stuart R. Johnson, Executive Vice President  
And Chief Financial Officer

\*By John W. Smith, Attorney-in-Fact