UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D. C. 20549
FORM 10-Q

QUARTERLY REPORT UNDER SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarter ended September 30, 1998
Commission File Number 1-13253

THE PEOPLES HOLDING COMPANY

(Exact name of the registrant as specified in its charter)

MISSISSIPPI 64-0676974
------------------------ -------------------------------------
(State of Incorporation) (I.R.S. Employer Identification Number)

209 Troy Street, P. O. Box 709, Tupelo, Mississippi 38801

(Address of principal executive offices)

Registrant's telephone number including area code 601-680-1001

Indicate by check whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months, and (2) has been subject to such filing requirements for the past 90 days.
YES__X__NO_____

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as to the latest practicable date.

Common stock, $5 Par Value, 5,844,472 shares outstanding
as of November 12, 1998

THE PEOPLES HOLDING COMPANY
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Item 1. CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

THE PEOPLES HOLDING COMPANY AND SUBSIDIARY
CONSOLIDATED BALANCE SHEETS
(in thousands, except share data)

	SEPTEMBER 30 1998 (Unaudited)	DECEMBER 31 1997 (Note 1)
Assets		
Cash and due from banks	$ 33,954	$ 32,932
Federal Fund Sold	0	6,000
	33,954	38,932
Interest bearing balances with banks ...	288	14,973
Securities held-to-maturity (market value-$76,704 and $60,556 at September 30, 1998 and December 31, 1997, respectively)	74,663	59,893
Securities available-for-sale (amortized cost-$224,758 and $187,836 at September 30, 1998 and December 31, 1997, respectively)	229,394	188,738
Loans	661,625	627,946
Allowance for loan losses	(9,637)	(9,104)
Net Loans	651,988	618,842
Premises and equipment	25,178	23,493
Other assets	26,401	26,184
Total Assets	$ 1,041,866	$ 971,055
Liabilities		
Deposits:		
Noninterest-bearing	$ 122,552	$ 120,829
Certificates of deposit exceeding $100,000	115,656	106,952
Interest bearing	651,851	607,133
Total Deposits	890,059	834,914
Treasury tax and loan note account	8,444	6,101
Borrowings	23,680	18,454
Other liabilities	14,303	13,435
Total Liabilities	936,486	872,904
Shareholders' Equity		
Common Stock, $5 par value-15,000,000 authorized, 5,844,472 and 5,859,472 shares issued and outstanding at September 30, 1998 and December 31, 1997, respectively	29,222	29,297
Additional paid-in capital	39,876	39,876
Unrealized gains on securities available-for-sale, net of tax	2,906	566
Retained earnings	33,376	28,412
Total Shareholders' Equity	105,380	98,151
Total Liabilities and Shareholders' Equity	$ 1,041,866	$ 971,055

See Notes to Consolidated Financial Statements

THE PEOPLES HOLDING COMPANY AND SUBSIDIARY
CONSOLIDATED STATEMENTS OF INCOME
(in thousands, except share data)

	NINE MONTHS ENDED SEPTEMBER 30 1998	NINE MONTHS ENDED SEPTEMBER 30 1997	THREE MONTHS ENDED SEPTEMBER 30 1998	THREE MONTHS ENDED SEPTEMBER 30 1997
	(Unaudited)		(Unaudited)	
Interest Income				
Loans	$ 44,550	$ 40,994	$ 15,239	$ 14,230
Securities:				
Taxable	10,051	9,943	3,423	3,332
Tax-exempt	2,676	2,170	951	739
Other	687	430	120	70
Total interest income	57,964	53,537	19,733	18,371
Interest Expense				
Time deposits exceeding $100,000	4,433	3,735	1,520	1,325
Other deposits	20,957	18,770	7,239	6,505
Borrowings	1,094	952	374	326
Total interest expense	26,484	23,457	9,133	8,156
Net interest income	31,480	30,080	10,600	10,215
Provision for loan losses	1,922	1,710	640	570
Net interest income after provision for loan losses	29,558	28,370	9,960	9,645
Noninterest income:				
Service charges on deposit accounts	5,290	4,992	1,792	1,704
Fees and commissions	1,801	1,590	911	599
Trust revenue	540	449	180	150
Gains on sale of securities and loans	709	155	282	77
Other	1,999	1,582	430	529
Total noninterest income	10,339	8,768	3,595	3,059
Noninterest expenses:				
Salaries and employee benefits	15,256	14,588	5,099	5,141
Net occupancy	2,047	1,866	728	618
Equipment	1,450	1,329	489	471
Other	9,271	8,295	3,135	2,869
Total noninterest expenses	28,024	26,078	9,451	9,099
Income before income taxes	11,873	11,060	4,104	3,605
Income taxes	3,370	3,281	1,170	1,058
Net income	$ 8,503	$ 7,779	$ 2,934	$ 2,547
Basic and diluted earnings per share	$ 1.45	$ 1.33	$ .50	$ .43
Weighted average shares outstanding	5,856,782	5,859,472	5,851,488	5,859,472

See Notes to Consolidated Financial Statements

THE PEOPLES HOLDING COMPANY AND SUBSIDIARY
CONSOLIDATED STATEMENTS OF CASH FLOWS
(in thousands, except share data)

	NINE MONTHS ENDED SEPTEMBER 30 1998	1997
	(Unaudited)	
Operating Activities		
Net Income	$ 8,503	$ 7,779
Adjustments to reconcile net income to net cash provided by operating activities:		
Provision for loan losses	1,922	1,710
Provision for depreciation and amortization	1,935	1,727
Net amortization (accretion) of securities premiums/discounts	83	689
Losses (gains) on sale of loans	649	(195)
Losses (gains) on sales/calls of securities	60	41
Increase (decrease) in other liabilities.	868	885
Deferred income taxes (credits)	207	(57)
Losses (gains) on sales of premises and equipment	(131)	155
Increase in other assets	(1,899)	(18)
Net Cash Provided by Operating Activities	12,197	12,716
Investing Activities		
Net (increase) decrease in balances with other banks	14,685	1,628
Proceeds from maturities/calls of securities held-to-maturity	3,940	3,169
Proceeds from maturities/calls of securities available-for-sale	47,655	47,238
Proceeds from sales of securities available-for-sale	16,242	48,988
Purchases of securities held-to-maturity	(18,668)	(6,512)
Purchases of securities available-for-sale	(101,006)	(108,840)
Net increase in loans	(90,468)	(72,803)
Proceeds from sales of loans	54,375	22,960
Proceeds from sales of premises and equipment	530	120
Purchases of premises and equipment	(3,559)	(2,335)
Net Cash Used in Investing Activities	(76,274)	(66,387)
Financing Activities		
Net increase (decrease) in noninterest-bearing deposits	1,724	(3,528)
Net increase (decrease) in interest-bearing deposits	53,421	22,853
Net increase (decrease) in treasury tax and loan note account	2,343	3,489
Net increase (decrease) in borrowings	5,226	24,233
Acquistion of treasury stock	(541)	0
Cash dividends paid	(3,074)	(2,500)
Net Cash Provided by Financing Activities	59,099	44,547
Decrease in Cash and Cash Equivalents	(4,978)	(9,124)
Cash and Cash Equivalents at beginning of period	38,932	46,875
Cash and Cash Equivalents at end of period	$ 33,954	$ 37,751
Non-cash transactions:		
Transfer of loans to other real estate	$ 1,159	$ 828

See Notes to Consolidated Financial Statements

THE PEOPLES HOLDING COMPANY AND SUBSIDIARY
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)
SEPTEMBER 30, 1998
(in thousands, except share data)

Note 1 Basis of Presentation:

The consolidated balance sheet at December 31, 1997, has been derived from the audited financial statements at that date. The accompanying unaudited consolidated financial statements reflect all adjustments (consisting only of normally recurring accruals) which are, in the opinion of management, necessary for a fair statement of the results for the interim periods presented. The statements should be read in conjunction with the notes to consolidated financial statements included in the Registrant's annual report for the year ended December 31, 1997. Certain information and footnote disclosures normally included in consolidated financial statements prepared in accordance with generally accepted accounting principles have been omitted in accordance with the rules of the Securities and Exchange Commission.

Note 2 Comprehensive Income

As of January 1, 1998, the Company adopted Statement of Financial Accounting Standards (SFAS) No. 130, "Reporting Comprehensive Income." SFAS No. 130 establishes new rules for the reporting and display of comprehensive income and its components; however, the adoption of this Statement had no impact on the Company's net income or shareholders' equity. SFAS No. 130 requires unrealized gains or losses on the Company's available-for-sale securities, which prior to adoption were reported separately in shareholders' equity, to be included in other comprehensive income. Prior year financial statements have been reclassified to conform to the requirements of SFAS No. 130.

For the nine month periods ended September 30, 1998 and 1997, total comprehensive income amounted to $10,843 and $7,966, respectively. For the quarters ended September 30, 1998 and 1997, total comprehensive income amounted to $4,933 and $2,920, respectively.

Note 3 Other Accounting Pronouncements

In February 1998, SFAS No. 132, "Employers' Disclosures About Pensions and Other Postretirement Benefits," was issued, superseding the disclosure requirements of SFAS No. 87, "Employers' Accounting for Pensions," and SFAS No. 106, "Employers' Accounting for Postretirement Benefits Other Than Pensions." SFAS No. 132 is effective for fiscal years beginning after December 15, 1997, and therefore the Company will adopt the new requirements in its 1998 annual report. SFAS No. 132 suggests a parallel format for presenting information about pensions and other postretirement benefits, but the information disclosed is not substantially different than what is required under current guidance. The adoption of this statement will not have an impact on the Company's consolidated financial condition or results of operations.

THE PEOPLES HOLDING COMPANY AND SUBSIDIARY
MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION
AND RESULTS OF OPERATIONS
(in thousands, except share data)

This Form 10-Q may contain or incorporate by reference statements which may constitute "forward-looking statements' within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21 of the Securities Exchange Act of 1934, as amended. Prospective investors are cautioned that any such forward-looking statements are not guarantees for future performance and involve risks and uncertainties, and that actual results may differ materially from those contemplated by such forward-looking statements. Important factors currently known to management that could cause actual results to differ materially from those in forward-looking statements include significant fluctuations in interest rates, inflation, economic recession, significant changes in the federal and state legal and regulatory environment, significant underperformance in the Company's portfolio of outstanding loans, and competition in the Company's markets. The Company undertakes no obligation to update or revise forward-looking statements to reflect changed assumptions, the occurrence of unanticipated events or changes to future operating results over time.

Financial Condition

Total assets of The Peoples Holding Company grew from $971,055 on December 31, 1997, to $1,041,866 on September 30, 1998, or 7.29% for the nine month period. Total securities increased from $248,631 on December 31, 1997, to $304,057 on September 30, 1998, with the majority of growth in State, County, and Municipal Bonds and Mortgage-backed securities. Loans, net of unearned income, increased $33,679 or 5.36%. Approximately $19,427 of the increase in loans was in the third quarter of 1998.

Total deposits for the first nine months of 1998 grew from $834,914 on December 31, 1997 to $890,059 on September 30, 1998, or an increase of 6.60%, with the majority of growth in public fund checking and time deposits.

The equity capital to total assets ratio was 10.11% for September 30, 1998 and December 31, 1997. Capital grew 7.37% from December 31, 1997 to September 30, 1998 due to record earnings. In addition, the Company continued paying higher dividends in 1998 compared to 1997.

Results of Operations

The Company's net income for the nine month period ending September 30, 1998, was $8,503 representing an increase of $724 or 9.31% over net income for the nine month period ending September 30, 1997 which totaled $7,779. The majority of the increase in net income for the nine month period in 1998 compared to 1997 came from usual and customary deposit gathering and lending operations. Net income was $2,934 and $2,547 for the third quarter ending September 30, 1998 and 1997, respectively. The annualized return on average assets for the nine month periods ending September 30, 1998 and 1997, was 1.12% and 1.13%, respectively.

Net interest income, the difference between interest earned on assets and the cost of interest-bearing liabilities, is the largest component of the Company's net income. The primary items of concern in managing net interest income are the mix and maturity balance between interest-sensitive assets and related liabilities. Net interest income for the nine month periods ending September 30, 1998 and 1997 was $31,480 and $30,080, respectively. Net interest income was $10,600 and $10,215 for the three month periods ending September 30, 1998 and 1997, respectively. Earning assets averaged $937.0 million for the nine month period ending September 30, 1998, compared to $853.1 million for the same period in 1997. Net interest margin was 4.77% and 4.91% for the nine month periods ending September 30, 1998 and 1997, respectively. The decrease in net interest margin is due in part to the increase of the investment portfolio as a percentage of the earning asset mix in 1998. Investments by nature of the associated risk carry lower yields than loans.

The provision for loan losses charged to operating expense is an amount which, in the judgement of management, is necessary to maintain the allowance for loan losses at a level that is adequate to meet the inherent risks of losses on the Company's current portfolio of loans. The appropriate level of the allowance is based on a quarterly analysis of the loan portfolio including consideration of such factors as the risk rating of individual credits, size and diversity of the portfolio, economic conditions, prior loss experience, and the results of periodic credit reviews by internal loan review and regulators. The provision for loan losses totaled $1,922 and $1,710 for the nine month periods ending September 30, 1998 and 1997, respectively. The provision for loan losses totaled $640 and $570 for the quarters ending September 30, 1998 and 1997, respectively. The allowance for loan losses as a percentage of loans outstanding was 1.46% and 1.45% as of September 30, 1998 and December 31, 1997, respectively. Net charge-offs to average loans was .21% and .25% for the nine month periods ending September 30, 1998 and 1997, respectively. Net charge-offs to average loans was .07% and .05% for the quarters ending September 30, 1998 and 1997, respectively.

Noninterest income, excluding gains from the sales of securities and loans, was $9,630 for the nine month period ending September 30, 1998, compared to $8,613 for the same period in 1997, or an increase of 11.81%. The increase between 1998 and 1997 is mainly due to fees associated with the increase in loans and deposits. Non-sufficient fund fees accounted for the majority of the increase in service charges. The increase in fees and commissions is a result of increases in Financial Investment Alternative commissions and mortgage loan fees, while increases in merchant processing, credit card revenue, and skip payment fees caused an increase in other income. Noninterest income, excluding gains from the sales of securities and loans, for the quarter ending September 30, 1998 increased $331 or 11.10% compared to the same period in 1997 due in part to the aforementioned items.

Noninterest expenses were $28,024 for the nine month period ending September 30, 1998, compared to $26,078 for the same period in 1997, or an increase of 7.46%. Significant increases in noninterest expenses, comparing the nine months ending September 30, 1998 to same period in 1997, include depreciation of new premises and equipment, computer processing costs associated with loan and deposit growth, and fees related to the Sheshunoff efficiency consulting engagement. The remaining components of noninterest expenses reflect normal increases for banking related expenses and general inflation in the cost of services and supplies purchased by the Company. Noninterest expenses for the quarter ending September 30, 1998 increased $352 or 3.87% compared to the same period in 1997.

Income tax expense was $3,370 for the nine month period ending September 30, 1998, compared to $3,281 for the same period in 1997. The increase is due to increased profits for the nine month period ending September 30, 1998 compared to 1997. The Company continues to invest in assets whose earnings are given favorable tax treatment, which lowered the effective tax rate from 29.67% for the nine months ending September 30, 1997 to 28.38% for the same period in 1998.

As the year 2000 approaches, an issue impacting all companies has emerged regarding how existing application software and operating systems will properly recognize date sensitive information when the year changes to 2000. The Company is following the guidelines and timetables established by the FDIC in regards to becoming year 2000 compliant. Management has continued the process of working with its software vendors to assure that the Company is prepared for the year 2000. While the Company believes its planning efforts are adequate to address its year 2000 concerns, there can be no guarantee that the systems of other companies on which the Company's systems and operations rely will be converted on a timely basis and will not have a material effect on the Company. Management does not believe that the Company will incur significant operating expenses or be required to invest heavily in computer system improvements to be year 2000 compliant.

The Company has targeted December 31, 1998 as the date to have all mission critical renovated systems implemented. Testing was successfully completed for our mission critical applications processed by our third party service provider in October, 1998. There are five systems identified currently that are not compliant. Three of these will be converted by the December 31, 1998 deadline. The remaining two, which are not deemed mission critical, will not be addressed until the first quarter of 1999. The Company currently has no contingency plans in place in the event it does not complete all phases of the Year 2000 program. The Company plans to evaluate the systems after December 31, 1998 to determine what contingency plans are needed. Preliminary contingency plans include testing backup generators in case of electricity failures, and ordering extra cash from the Federal Reserve Bank to meet demands in case of a surge in withdrawals in the month before the new year.

Liquidity Risk

Liquidity management is the ability to meet the cash flow requirements of customers who may be either depositors wishing to withdraw funds or borrowers needing assurance that sufficient funds will be available to meet their credit needs.

Core deposits are a major source of funds used to meet cash flow needs. Maintaining the ability to acquire these funds as needed in a variety of money markets is a key to assuring liquidity. Approximately 87% of the Company's deposits are composed of accounts with balances less than $100,000. When evaluating the movement of these funds even during times of large interest rate changes, it is apparent that the Company continues to attract deposits that can be used to meet cash flow needs. Management continues to monitor the liquidity and potentially volatile liabilities ratios to ensure compliance with Asset-Liability Committee targets. These targets are set to ensure that the Company meets the liquidity requirements deemed necessary by management and regulators.

Other sources available for meeting the Company's liquidity needs include available-for-sale securities. The available-for-sale portfolio is composed of securities with a readily available market that can be used to convert to cash if the need arises. In addition, the Company may maintain a federal funds position that provides day-to-day funds to meet liquidity needs and may also obtain advances from the Federal Home Loan Bank (FHLB) or the treasury tax and loan note account. Historically, the Company has not relied upon these sources to meet long-term liquidity needs. Sources of funds derived from the FHLB are used primarily to match mortgage loan originations in order to minimize interest rate risk, but may be used to provide short-term funding.

Capital Resources

The Bank is subject to various regulatory capital requirements administered by the federal banking agencies. Failure to meet minimum capital requirements can initiate certain mandatory, and possibly additional discretionary, actions by regulators that, if undertaken, could have a direct material effect on the Bank's financial statements. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, the Bank must meet specific capital guidelines that involve quantitative measures of the Bank's assets, liabilities, and certain off-balance-sheet items as calculated under regulatory accounting practices. The Bank's capital amounts and classification are also subject to qualitative judgments by the regulators about components, risk weightings, and other factors.

Quantitative measures established by regulation to ensure capital adequacy require the Bank to maintain minimum amounts and ratios. All banks are required to have core capital (Tier I) of at least 4% of risk-weighted assets (as defined), 4% of average assets (as defined), and total capital of 8% of risk-weighted assets (as defined). As of September 30, 1998, the Bank has met all capital adequacy requirements to which it is subject.

As of September 30, 1998, the most recent notification from the Federal Deposit Insurance Corporation (FDIC) categorized the Bank as well capitalized under the regulatory framework for prompt corrective action. To be categorized as well capitalized, the Bank must maintain minimum total risk-based, Tier I risk-based, and Tier I leverage ratios of 10%, 6%, and 5%, respectively. In the opinion of management, there are no conditions or events since the last notification that have changed the institution's category. The Bank's actual capital amounts and applicable ratios are as follows:

	Actual	
	Amount (000)	Ratio
As of September 30, 1998		
Total Capital .... (to Risk Weighted Assets)	$ 104,795	15.4%
Tier I Capital .... (to Risk Weighted Assets)	$ 96,275	14.2%
Tier I Capital .... (to Adjusted Average Assets)	$ 96,275	9.4%
As of December 31, 1997		
Total Capital .... (to Risk Weighted Assets)	$ 99,223	15.7%
Tier I Capital .... (to Risk Weighted Assets)	$ 91,315	14.5%
Tier I Capital .... (to Adjusted Average Assets)	$ 91,315	9.9%

Management recognizes the importance of maintaining a strong capital base. As the above ratios indicate, the Company exceeds the requirements for a well capitalized bank.

Book value per share was $18.03 and $16.75 at September 30, 1998 and December 31, 1997, respectively. Quarterly cash dividends were $.175 per share during the third quarter of 1998, up from $.1467 per share during the third quarter of 1997. All per-share figures have been restated to reflect the 50% stock dividend issued January 20, 1998.

The Company's capital policy is to evaluate future needs based on growth, earnings trends and anticipated acquisitions.

Effective July 14, 1998, the Company's board of directors approved a stock repurchase program through which up to 5% or 292,973 shares of the Company's 5,859,472 outstanding shares may be repurchased. Currently, 15,000 shares of common stock have been repurchased. The purpose of this program is to help stabilize the level of capital at approximately 10% of total assets and enable the Company to manage its capital position more efficiently.

THE PEOPLES HOLDING COMPANY AND SUBSIDIARY
QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

A sudden and substantial change in interest rates may adversely impact the Company's earnings to the extent that the interest rates borne by the assets and liabilities do not change at the same speed, to the same extent, or on the same basis. The Company has an Asset/Liability Committee (ALCO) which monitors the impact of changes in interest rates on its net interest income using several tools. One measure of the Company's exposure to differential changes in interest rates between assets and liabilities is shown in the Company's Maturity and Rate Sensitivity Analysis (GAP Analysis). Another test measures the impact on net interest income and on net portfolio value (NPV) of an immediate change in interest rates in 100 basis point increments. Net Portfolio value is defined as the net present value of assets, liabilities, and off-balance sheet contracts. Following are the estimated impacts of immediate changes in interest rates at the specified levels at September 30, 1998.

	Percentage Change In:	
Change In Interest Rates (In Basis Points)	Net Interest Income (1)	Net Portfolio Value (2)
+400	(9.0)%	(12.3)%
+300	(5.1)%	(9.0)%
+200	(1.4)%	(5.7)%
+100	0.6%	(2.7)%
-100	0.0%	2.2%
-200	(1.9)%	0.8%
-300	(3.4)%	(1.8)%
-400	(3.6)%	(7.9)%

(1) The percentage change in this column represents net interest income for 12 months in a stable interest rate environment versus the net interest income in the various rate scenarios.

(2) The percentage change in this column represents net portfolio value of the Company in a stable interest rate environment versus the net portfolio value in the various rate scenarios.

Under the assumptions used in the table above, immediate rate fluctuations within plus or minus 200 basis points would have minimal effects on pre-tax earnings. An adverse material impact on pre-tax earnings would not occur unless rates experienced an immediate increase of 300 basis points or more, which management feels is unlikely at this time. The results of the interest rate shock are within the limits set by the Board of Directors.

The computation of prospective effects of hypothetical interest rate changes are based on numerous assumptions, including relative levels of market interest rates, loan prepayments and deposits decay, and should not be relied upon as indicative of actual results. Further, the computations do not contemplate any actions the ALCO could undertake in response to changes in interest rates.

Part II. OTHER INFORMATION

Item 1. Legal Proceedings

There have been no material proceedings against the Company during the quarter ending September 30, 1998.

Item 6(b) Reports on Form 8-K

A report on Form 8-K was filed July 31, 1998 to report Item 5: Other Events. The Company approved the hiring of Alex Sheshunoff Management Consulting Services. The focus of their engagement is to re-align work flows by better utilizing technology. Approximately 130 jobs will be eliminated over a period of approximately 9 months. Work should be completed by the end of the first quarter of 1999. The economic impact will not be apparent until 1999, but is expected to generate an additional $3 to $4 million pre-tax.

SIGNATURES

Pursuant to the requirements of the Securities and Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

THE PEOPLES HOLDING COMPANY

Registrant

DATE: November 12, 1998

/s/ John W. Smith

John W. Smith
President & Chief Executive Officer

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