

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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## 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 (Last, First Middle) and Address of Reporting Person\*

Moll, Theodore  
3039 Old Town  
Tupelo, MS 38803

## 2. Issuer Name and Ticker or Trading Symbol

The Peoples Holding Company (PHC)

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

###-##-####

## 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

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. Transaction Code V	4. Securities Acquired (A) or Disposed of (D) (Instr.3,4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr.3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr.4)	7. Nature of Beneficial Indirect Ownership (Instr.4)
					Amount (A) or (D) Price			

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.

FORM 4 (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 (Mo/Dy/Yr)	3A. Deemed Execution Date, if any (Mo/Dy/Yr)	4. Transaction Code (Instr.8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	Date Exercisable	Expiration Date
				Code V	(A) (D)			
Phantom Stock	1 for 1	12/31/2002		A V	6.13	(1)		(1)

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 Following Reported Transaction(s) (Instr.4)	10. Ownership Form of Derivative Security: Direct(D) or Indirect (I) (Instr.4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
Title	Amount or Number of Shares				

Common Stock	6.13	\$40.75 (2)	33.60	D	
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Explanation of Responses:

- (1) The stock units are to be settled 100% in common stock upon the reporting person's normal retirement or upon approved request for hardship reasons.
- (2) The phantom stock units were accrued under the PHC deferred compensation plan.

/s/ Theodore Moll	January 2,2003
**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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