

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D. C. 20549

FORM 8-K

CURRENT REPORT  
Pursuant to Section 13 or 15 (d) of  
The Securities Exchange Act of 1934

Date of Report - October 22, 2002

THE PEOPLES HOLDING COMPANY

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(Exact name of registrant as specified in its charter)

Mississippi	1-13253	64-0676974
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(State or	(Commission	(I.R.S. Iden-
other	file	tification
jurisdiction)	number)	number)

209 Troy Street, Tupelo, Mississippi 38802-0709  
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(Address of principal executive officers) (Zip Code)

Registrant's Telephone Number: (662)680-1001

ITEM 1: CHANGES IN CONTROL OF REGISTRANT.

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Not applicable

ITEM 2: ACQUISITION OR DISPOSITION OF ASSETS.

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Not applicable

ITEM 3: BANKRUPTCY OR RECEIVERSHIP.

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Not applicable

ITEM 4: CHANGES IN REGISTRANT'S CERTIFYING ACCOUNTANTS.

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Not applicable

ITEM 5: OTHER EVENTS.

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On October 15, 2002, the Board of Directors of The Peoples Holding Company authorized the repurchase of up to 278,771 shares, or approximately 5%, of the Company's shares of common stock outstanding as of September 30, 2002.

ITEM 6: RESIGNATION OF REGISTRANT'S DIRECTORS.

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Not applicable

ITEM 7: FINANCIAL STATEMENTS AND EXHIBITS.

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Not applicable

ITEM 8: CHANGE IN FISCAL YEAR.  
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Not applicable

ITEM 9: REGULATION FD DISCLOSURE.  
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Not applicable

SIGNATURE

Pursuant to the requirements of The Securities 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

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Registrant

/s/ E. Robinson McGraw

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E. Robinson McGraw

President & Chief Executive Officer

DATE: October 22, 2002