

Edgar Filing: MICHAEL C LARRY - Form 5

MICHAEL C LARRY  
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 Instruction 1(b)

OMB APPROVAL  
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( ) Form 3 Holdings Reported

( ) Form 4 Transactions Reported

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 and Address of Reporting Person\*

C. Larry Michael  
P. O. Box 7006  
Tupelo, MS 38802

2. Issuer Name and Ticker or Trading Symbol

Peoples Holding Company (PHC)

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

426-92-5419

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

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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. Deemed Execution Date, if any (M/D/Y)	4. Securities Acquired (A) or Disposed of (D) (Instr.3,4 and 5)	5. Amount	6. Price	7. (A) or (D)	8. Ownership
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Common Stock

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.

(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)

1. Title of Derivative Security (Instr.3)	2. Conversion or Exercise Price of Derivative Security (M/D/Y)	3. Transaction Date (M/D/Y)	3A. Deemed Execution Date, if any (M/D/Y)	4. Transaction Code (Instr.8)	5. Number of Derivative Securities Acquired (D) (A)
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Phantom Stock

7. Title and Amount of Underlying	8. Price of Deriv-	9. Number of Deriv-	10. Ownership
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Securities (Instr. 3 and 4)		ative Security (Instr.5)	ative Securities Beneficially Owned at end of Year (Instr.4)	of Deriv Security Direct (D Indirect (Instr.4
Title	Amount or Number of Shares			
			208.97	D

Explanation of Responses:

/s/ C. Larry Michael

February 14, 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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