

Edgar Filing: JOHNSON STUART - Form 4

JOHNSON STUART  
 Form 4  
 April 02, 2003  
 FORM 4

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  
 OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden  
 hours per response.....0.5

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\*

Johnson, Stuart  
 125 Dunbar Avenue  
 Corinth, MS 38834

2. Issuer Name and Ticker or Trading Symbol

The Peoples Holding Company (PHC)

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

427-92-9330

4. Statement for Month/Day/Year

March 31, 2003

5. If Amendment, Date of Original (Month/Day/Year)

6. Relationship of Reporting Person(s) to Issuer (Check all applicable)

( ) Director ( ) 10% Owner  
 ( X ) Officer (give title below) ( ) Other (specify below)

Executive Vice President

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	2. Transaction Date	2a. Deemed Execution Date, if	3. Transaction Code	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned

Edgar Filing: JOHNSON STUART - Form 4

(Instr.3)		any	(Instr.8)				(A) or (D)	Price	and
(Mo/Dy/Yr)	(Mo/Dy/Yr)	Code	V	Amount	(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 are not required to respond if the collection of information does not apply to them. Send comments to Washington, DC 20503. 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 (D) or Disposed (A)
---	--	--------------------------------	--	-------------------------------	---

Phantom Stock		03/31/2003		A	159.55
---------------	--	------------	--	---	--------

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 of Derivative Security Direct (D) or Indirect (Instr.4)
Title	Amount or Number of Shares			

Common Stock	159.55	\$42.20 (2)	159.55	D
--------------	--------	-------------	--------	---

Explanation of Responses:

(1) The stock units are to be settled 100% in common stock upon the reporting person's normal retirement for hardship reasons.

Edgar Filing: JOHNSON STUART - Form 4

(2) The phantom stock units were accrued under the PHC deferred compensation plan.

/s/ Stuart Johnson

April 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).

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.