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MCGRAW EDWARD ROBINSON

Form 4

April 17, 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)

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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*

McGraw, Edward Robinson
2120 Applewood Drive
Tupelo, MS 38804

2. Issuer Name and Ticker or Trading Symbol

The Peoples Holding Company (PHC)

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

425-92-6832

4. Statement for Month/Day/Year

April 15, 2003

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

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

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

President and Chief Executive Officer

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 | 2a. Deemed Execution | 3. Transaction | 4. Securities Acquired (A) or Disposed of (D) | 5. Amount of Securities |
|----------------------|----------------|----------------------|----------------|---|-------------------------|
|----------------------|----------------|----------------------|----------------|---|-------------------------|

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| (Instr.3) | Date (Mo/Dy/Yr) | Date, if any (Mo/Dy/Yr) | Code (Instr.8) | V | (Instr.3,4 and 5) Amount | (A) or (D) | Price | Bene Owe ing Tran (s) and |
|-----------|--------------------|----------------------------|-------------------|---|-----------------------------|------------|-------|--|
|-----------|--------------------|----------------------------|-------------------|---|-----------------------------|------------|-------|--|

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).

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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 | 1 for 1 | 04/15/2003 | | A | .93 |

| 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) |
|--|--|--|--|
| Common Stock Title: Amount or Number of Shares: .93 | \$41.05 (2) | 171.44 | 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.

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

/s/ Edward Robinson McGraw

April 17, 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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