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Form 5

Stock

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February 14, 2005

FORM 5

OMB UNITED STATES SECURITIES AND EXCHANGE COMMISSION 3235-0362 Number: Washington, D.C. 20549 Check this box if January 31, Expires: no longer subject 2005 to Section 16. Estimated average ANNUAL STATEMENT OF CHANGES IN BENEFICIAL Form 4 or Form burden hours per 5 obligations OWNERSHIP OF SECURITIES response... 1.0 may continue. See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940 Form 4 Transactions Reported 1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer MCGRAW EDWARD ROBINSON Symbol PEOPLES HOLDING CO [PHC] (Check all applicable) (First) (Middle) 3. Statement for Issuer's Fiscal Year Ended (Last) (Month/Day/Year) _X_ Director 10% Owner _X__ Officer (give title Other (specify 12/31/2004 below) below) C/O PEOPLES BANK & TRUST President and CEO CO, 209 TROY STREET (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line) TUPELO, MSÂ 38802-0709 _X_ Form Filed by One Reporting Person Form Filed by More than One Reporting (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 6. Ownership 7. Nature of 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of (Month/Day/Year) Execution Date, if Transaction Acquired (A) or Form: Direct Indirect Security Securities (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned at end Indirect (I) Ownership of Issuer's (Instr. 4) (Instr. 4) (A) Fiscal Year or (Instr. 3 and 4) (D) Price Amount Common Â Â Â Â Â Â Â 4,355.21 D Stock Common By Â Â Â Â Â 758.34 I

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Children

By IRA

By 401K

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Common Stock Â Â Â Â Â Â 4,723.62 I By ESOP

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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.

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 (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | 8. P Der Sec (Ins |
|---|---|---|---|---|---|---------------------|--------------------|---|-------------------------------------|----------------------------|
| | | | | | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Employee Stock Option (Right to Buy) | Â | Â | Â | Â | Â | (3) | (3) | Common Stock | 60,000 | |
| Phantom Stock | Â | Â | Â | Â | Â | (2) | (2) | Common Stock | 557.59 | |

Reporting Owners

| Reporting Own | Relationships | | | | | | |
|--|--------------------|---|-------------------|-------|--|--|--|
| insporting o win | Director 10% Owner | | Officer | Other | | | |
| MCGRAW EDWA C/O PEOPLES BAI 209 TROY STREE TUPELO, MS 3 | ÂX | Â | President and CEO | Â | | | |
| Signatures | | | | | | | |
| E. Robinson McGraw | 02/14/2005 | | | | | | |
| **Signature of Reporting Person | Date | | | | | | |

Reporting Owners 2

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Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The conversion or exercise price is one phantom stock unit for one share of the Company's common stock.
- (2) The stock units are to be settled 100% in common stock upon the reporting person's retirement or upon approved request for hardship reasons.
- Equal installments of 33 1/3 of the option shares granted will become exercisable on the completion of one, two and three years of service measured from the grant date, respectively. The options will expire ten (10) years from the grant date. 15,000 options granted 1-2-01 have a strike price of \$12.70 per share, 15,000 options granted 1-2-02 have a strike price of \$23.47 per share, 15,000 options granted 1-2-03 have a strike price of \$28.15 per share, and 15,000 options granted 1-1-04 have a strike price of \$33.35 per share.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. 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.