

GRAY JAMES W
Form 5
February 14, 2005

FORM 5

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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 *
GRAY JAMES W

(Last) (First) (Middle)

C/O PEOPLES BANK & TRUST
CO, 209 TROY STREET

(Street)

TUPELO, MS 38802-0709

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
PEOPLES HOLDING CO [PHC]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2004

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Executive Vice President

6. Individual or Joint/Group Reporting

(check applicable line)

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 (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | (A) or (D) | Price | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|-------|--|--|-----------------------------------|
| Common Stock | ^ | ^ | ^ | ^ | ^ | ^ | 58.12 | D | ^ |
| Common Stock | ^ | ^ | ^ | ^ | ^ | ^ | 363.0301 | I | Spouse |
| Common Stock | ^ | ^ | ^ | ^ | ^ | ^ | 5,097.4219 | I | By IRA |
| Common Stock | ^ | ^ | ^ | ^ | ^ | ^ | 2,612.883 | I | By 401K |

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.

(3) 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. 5,250 options granted 1-2-02 have a strike price of \$23.47 per share, 5,250 options granted 1-2-03 have a strike price of \$28.15 per share, and 5,250 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.