

JEFFREYS HAROLD B
Form 3/A
January 11, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
JEFFREYS HAROLD B		(Month/Day/Year)	PEOPLES HOLDING CO [PHC]	
(Last)	(First)	(Middle)	01/01/2005	
4136 INDIAN HILLS ROAD		4. Relationship of Reporting Person(s) to Issuer		
(Street)		(Check all applicable)		
DECATUR, AL 35601		<input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)		
(City)	(State)	(Zip)	5. If Amendment, Date Original Filed(Month/Day/Year)	
			01/10/2005	
		6. Individual or Joint/Group Filing(Check Applicable Line)		
		<input checked="" type="checkbox"/> Form filed by One Reporting Person		
		<input type="checkbox"/> Form filed by More than One Reporting Person		

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	67,595 ⁽¹⁾	D	^
Common Stock	48,635 ⁽¹⁾	I	By Spouse

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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 Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Stock Option (Right to buy)	01/01/2005 ⁽²⁾	08/24/2008	Common Stock	18,000 ⁽¹⁾ <u>(2)</u>	\$ 16.68 ⁽²⁾	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JEFFREYS HAROLD B 4136 INDIAN HILLS ROAD DECATUR, AL 35601	Â X	Â	Â	Â

Signatures

Harold B. Jeffreys
01/11/2005
Date

**Signature of Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) 67,495 shares were received 1/1/05 in exchange of Heritage Financial Financial Holding Corporation (HBFH) in connection with the merger of Heritage Financial Holding Corp. with and into The Peoples Holding Company (PHC), based on an exchange ratio of .2 shares of PHC common stock for each share of HBFH common stock.
 - (2) Heritage Financial Holding Corporation originally granted this option 08/24/1998. Effective with the 01/01/05 merger of Heritage Financial Holding Corporation with and into The Peoples Holding Company, this option was accelerated and became fully exercisable. The exchange ratio was .2 shares of common stock for each share of HBFH common stock. The exercise price was calculated by dividing the original exercise price by the exchange ratio.

Note: File three copies of this Form, one of which must be manually signed. If space 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.