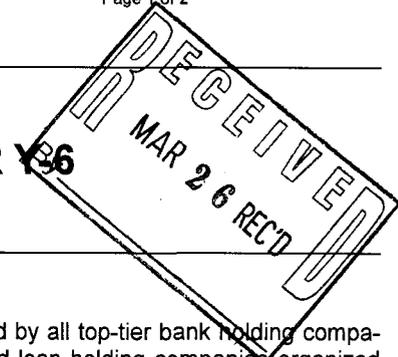


Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6



Report at the close of business as of the end of fiscal year

This Report is required by law: Section 5(c)(1)(A) of the Bank Holding Company Act (12 U.S.C. § 1844 (c)(1)(A)); Section 8(a) of the International Banking Act (12 U.S.C. § 3106(a)); Sections 11(a)(1), 25 and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); Section 211.13(c) of Regulation K (12 C.F.R. § 211.13(c)); and Section 225.5(b) of Regulation Y (12 C.F.R. § 225.5(b)) and section 10(c)(2)(H) of the Home Owners' Loan Act. Return to the appropriate Federal Reserve Bank the original and the number of copies specified.

This report form is to be filed by all top-tier bank holding companies and top-tier savings and loan holding companies organized under U.S. law, and by any foreign banking organization that does not meet the requirements of and is not treated as a qualifying foreign banking organization under Section 211.23 of Regulation K (12 C.F.R. § 211.23). (See page one of the general instructions for more detail of who must file.) The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to, an information collection unless it displays a currently valid OMB control number.

NOTE: The *Annual Report of Holding Companies* must be signed by one director of the top-tier holding company. This individual should also be a senior official of the top-tier holding company. In the event that the top-tier holding company does not have an individual who is a senior official and is also a director, the chairman of the board must sign the report.

Date of Report (top-tier holding company's fiscal year-end):

December 31, 2012  
 Month / Day / Year

1. Chevis C. Swetman

Name of the Holding Company Director and Official

Chairman, President & CEO

Title of the Holding Company Director and Official

attest that the *Annual Report of Holding Companies* (including the supporting attachments) for this report date has been prepared in conformance with the instructions issued by the Federal Reserve System and are true and correct to the best of my knowledge and belief.

Reporter's Name, Street, and Mailing Address

Peoples Financial Corporation

Legal Title of Holding Company

P.O. Box 529 / 152 Lameuse St.

(Mailing Address of the Holding Company) Street / P.O. Box

Biloxi, MS 39533

City State Zip Code

152 Lameuse St. Biloxi, MS

Physical location (if different from mailing address)

With respect to information regarding individuals contained in this report, the Reporter certifies that it has the authority to provide this information to the Federal Reserve. The Reporter also certifies that it has the authority, on behalf of each individual, to consent or object to public release of information regarding that individual. The Federal Reserve may assume, in the absence of a request for confidential treatment submitted in accordance with the Board's "Rules Regarding Availability of Information," 12 C.F.R. Part 261, that the Reporter and individual consent to public release of all details in the report concerning that individual.

Person to whom questions about this report should be directed:

Lauri A. Wood CFO

Name Title

228-435-8412

Area Code / Phone Number / Extension

228-435-8671

Area Code / FAX Number

lwood@thepeoples.com

E-mail Address

www.thepeoples.com

Address (URL) for the Holding Company's web page

Signature of Holding Company Director and Official

March 19, 2013

Date of Signature

For holding companies not registered with the SEC—  
 Indicate status of Annual Report to Shareholders:

is included with the FR Y-6 report  
 will be sent under separate cover  
 is not prepared

For Federal Reserve Bank Use Only

RSSD ID 1133174  
 C.I. \_\_\_\_\_

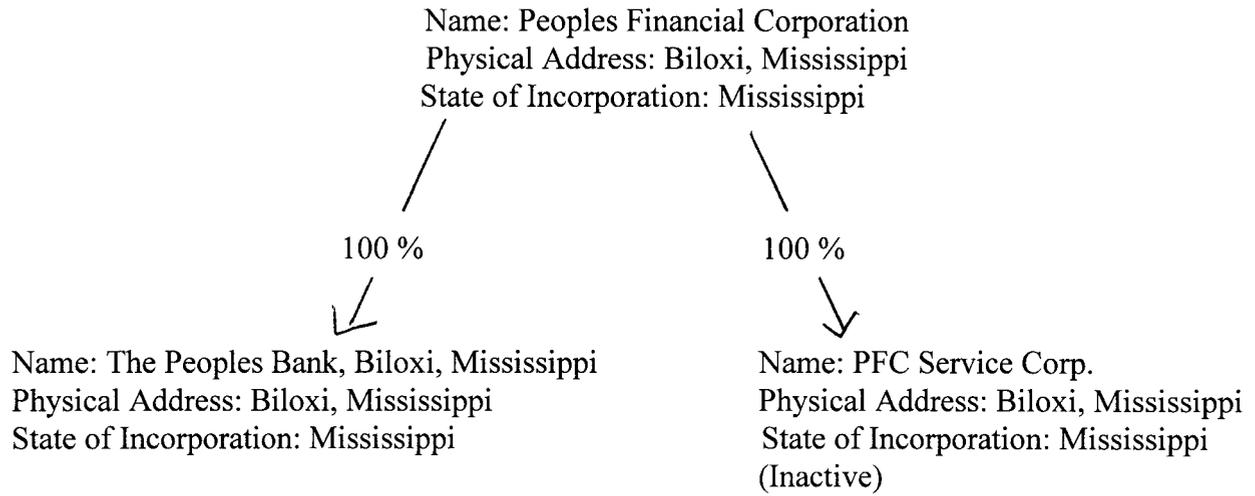
Does the reporter request confidential treatment for any portion of this submission?

Yes Please identify the report items to which this request applies:  
 \_\_\_\_\_

In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.  
 The information for which confidential treatment is sought is being submitted separately labeled "Confidential."

No

**Report Item 2a: Organization Chart**



Results: A list of branches for your holding company: PEOPLES FINANCIAL CORPORATION (1133174) of BILOXI, MS.  
The data are as of 12/31/2012. Data reflects information that was received and processed through 02/24/2013.

**Reconciliation and Verification Steps**

1. In the **Data Action** column of each branch row, enter one or more of the actions specified below.
2. If required, enter the date in the **Effective Date** column.

**Actions**

**OK:** If the branch information is correct, enter 'OK' in the **Data Action** column.  
**Change:** If the branch information is incorrect or incomplete, revise the data, enter 'Change' in the **Data Action** column and the date when this information first became valid in the **Effective Date** column.  
**Close:** If a branch listed was sold or closed, enter 'Close' in the **Data Action** column and the sale or closure date in the **Effective Date** column.  
**Delete:** If a branch listed was never owned by this depository institution, enter 'Delete' in the **Data Action** column.  
**Add:** If a reportable branch is missing, insert a row, add the branch data, and enter 'Add' in the **Data Action** column and the opening or acquisition date in the **Effective Date** column.

If printing this list, you may need to adjust your page setup in MS Excel. Try using landscape orientation, page scaling, and/or legal sized paper.

**Submission Procedure**

When you are finished, send a saved copy to your FRB contact. See the detailed instructions on this site for more information.  
If you are e-mailing this to your FRB contact, put your institution name, city and state in the subject line of the e-mail.

Note:  
To satisfy the FR Y-10 reporting requirements, you must also submit FR Y-10 Domestic Branch Schedules for each branch with a **Data Action** of Change, Close, Delete, or Add.  
The FR Y-10 report may be submitted in a hardcopy format or via the FR Y-10 Online application - <https://y10online.federalreserve.gov>.

\* FDIC UNINUM, Office Number, and ID\_RSSD columns are for reference only. Verification of these values is not required.

Data Action	Effective Date	Branch Service Type	Branch ID_RSSD*	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
OK		Full Service (Head Office)	870539	PEOPLES BANK, BILOXI, MISSISSIPPI, THE	CORNER OF LAMEUSE & HOWARD AVE	BILOXI	MS	39533	HARRISON	UNITED STATES	270	0	PEOPLES BANK, BILOXI, MISSISSIPPI, THE	870539	
OK		Full Service	523835	BAY ST LOUIS BR	408 HIGHWAY 90 EAST	BAY SAINT LOUIS	MS	39520	HANCOCK	UNITED STATES	237553	9	PEOPLES BANK, BILOXI, MISSISSIPPI, THE	870539	
OK		Full Service	3335588	CEDAR LAKE OFFICE	1740 POPPS FERRY RD.	BILOXI	MS	39532	HARRISON	UNITED STATES	433900	21	PEOPLES BANK, BILOXI, MISSISSIPPI, THE	870539	
OK		Full Service	933238	WEST BILOXI BRANCH	2560 PASS ROAD	BILOXI	MS	39531	HARRISON	UNITED STATES	181557	2	PEOPLES BANK, BILOXI, MISSISSIPPI, THE	870539	
OK		Full Service	108333	D'IBERVILLE-ST MARTIN BRANCH	10491 LEMOYNE BLVD	D'IBERVILLE	MS	39540	HARRISON	UNITED STATES	181556	1	PEOPLES BANK, BILOXI, MISSISSIPPI, THE	870539	
OK		Full Service	2064088	DIAMONDHEAD BRANCH	5429 W ALOHA DRIVE	DIAMONDHEAD	MS	39525	HANCOCK	UNITED STATES	181560	14	PEOPLES BANK, BILOXI, MISSISSIPPI, THE	870539	
OK		Full Service	3171480	GAUTIER BRANCH	2609 HIGHWAY 90	GAUTIER	MS	39553	JACKSON	UNITED STATES	458828	23	PEOPLES BANK, BILOXI, MISSISSIPPI, THE	870539	
OK		Full Service	2064060	DOWNTOWN GULFPORT BRANCH	1105 30TH AVENUE	GULFPORT	MS	39501	HARRISON	UNITED STATES	46320	12	PEOPLES BANK, BILOXI, MISSISSIPPI, THE	870539	
OK		Full Service	464237	ORANGE GROVE BRANCH	12020 HIGHWAY 49 NORTH	GULFPORT	MS	39503	HARRISON	UNITED STATES	237554	10	PEOPLES BANK, BILOXI, MISSISSIPPI, THE	870539	
OK		Full Service	524337	HANDBORO-MISSISSIPPI BRANCH	412 PASS ROAD	HANDBORO	MS	39507	HARRISON	UNITED STATES	237551	7	PEOPLES BANK, BILOXI, MISSISSIPPI, THE	870539	
OK		Full Service	2064079	LONG BEACH BRANCH	298 JEFF DAVIS AVENUE	LONG BEACH	MS	39560	HARRISON	UNITED STATES	423041	19	PEOPLES BANK, BILOXI, MISSISSIPPI, THE	870539	
OK		Full Service	932736	OCEAN SPRINGS BRANCH	2015 BIENVILLE BLVD	OCEAN SPRINGS	MS	39564	JACKSON	UNITED STATES	181558	3	PEOPLES BANK, BILOXI, MISSISSIPPI, THE	870539	
OK		Full Service	646631	PASS CHRISTIAN BRANCH	301 EAST SECOND STREET	PASS CHRISTIAN	MS	39571	HARRISON	UNITED STATES	469631	23	PEOPLES BANK, BILOXI, MISSISSIPPI, THE	870539	
OK		Full Service	2848532	SAUCIER BRANCH	17889 SECOND STREET	SAUCIER	MS	39574	HARRISON	UNITED STATES	181561	15	PEOPLES BANK, BILOXI, MISSISSIPPI, THE	870539	
OK		Full Service	3340734	WAVELAND BRANCH	470 HIGHWAY 90	WAVELAND	MS	39576	HANCOCK	UNITED STATES	432402	20	PEOPLES BANK, BILOXI, MISSISSIPPI, THE	870539	
OK		Full Service	2915078	WIGGINS BRANCH	1312 SOUTH MAGNOLIA DRIVE	WIGGINS	MS	39577	STONE	UNITED STATES	181562	18	PEOPLES BANK, BILOXI, MISSISSIPPI, THE	870539	

### Report Item 3: Securities Holders

Item 3(1) (a) - ( c)

<u>Name and Address</u>	<u>Country of Citizenship or Incorporation</u>	<u># of shares</u>	<u>% of class</u>
DePrince, Race & Zollo, Inc. Winter Park, FL	USA	410,886	8.00%
Peoples Financial Corporation Employee Stock Ownership Plan (1) Biloxi, MS	USA	383,141	7.46%
Thomas E. Quave Biloxi, MS	USA	549,402	10.70%
A. Tanner Swetman Biloxi, MS	USA	851,250	16.57%
Chevis C. Swetman Biloxi, MS	USA	366,795	7.14%

(1) Plan has dispositive power. Plan participants have voting rights.

Item 3 (2) (a) - ( c): None.

#### Report Item 4: Insiders

<u>Name and Address</u>	<u>Principal Occupation</u>	<u>Title or Position With</u>			<u>Bank Holding Co.</u>		<u>Other Businesses (1)</u>	
		<u>Bank Holding Co.</u>	<u>BHC Subsidiary</u>	<u>Other Businesses</u>	<u># of Shares</u>	<u>% of Class</u>	<u># of Shares</u>	<u>% of Class</u>
Chevis C. Swetman Biloxi, MS, USA	Banker	Chairman, President & CEO	Chairman, President & CEO, The Peoples Bank; Director, PFC Service Corp.	None	366,795	7.14%	Not applicable	Not applicable
Drew Allen Gulfport, MS, USA	Businessman	Director	Director, The Peoples Bank	President, Allen Beverages, Inc.	6,440	.13%	188.5	42.64% (2)
Rex E. Kelly, Gulfport, MS, USA	Businessman	Director	Director, The Peoples Bank	Corporate Consultant	2,001	.04%	Not applicable	Not applicable
Dan Magruder Ocean Springs, MS, USA	Businessman	Vice-Chairman; Director	Director, The Peoples Bank	President, Rex Distributing Co., Inc.	6,980	.14%	24,000	60.00% (3)
Jeffrey H. O'Keefe Biloxi, MS, USA	Businessman	Director	Director, The Peoples Bank	President, Bradford- O'Keefe Funeral Home, Inc.	33,208	.65%	554	99.20% (4)
A. Wes Fulmer Biloxi, MS, USA	Banker	Executive Vice President	Executive Vice President, The Peoples Bank	None	9,071	.18%	Not applicable	Not applicable

Biloxi, MS, USA		President	Director, PFC Service Corp.	Enterprises, Inc.				
Robert M. Tucei (6) Biloxi, MS, USA	Banker	Vice President	Senior Vice President, The Peoples Bank	None	25,303	.49%	Not applicable	Not applicable
Ann F. Guice Ocean Springs, MS, USA	Banker	Second Vice President	Senior Vice President, The Peoples Bank	None	14,234	.28%	Not applicable	Not applicable
Lauri A. Wood Pass Christian, MS, USA	Banker	Chief Financial Officer and Controller	Senior Vice President, The Peoples Bank	None	6,944	.1%	Not applicable	Not applicable
J. Patrick Wild Pass Christian, MS, USA	Banker	Vice President and Secretary	Senior Vice President, The Peoples Bank	None	5,285	.10%	Not applicable	Not applicable
Evelyn R. Herrington Biloxi, MS, USA	Banker	Vice President	Senior Vice President, The Peoples Bank	None	1,127	.02%	Not applicable	Not applicable
Thomas E. Quave Biloxi, MS, USA	Banker	Not applicable	Personal Trust Officer, The Peoples Bank	None	549,402	10.70%	Not applicable	Not applicable
Andrew Tanner Swetman Biloxi, MS, USA	Banker	Not applicable	Assistant Vice President, The Peoples Bank	None	851,250	16.57%	59	94% (7)

(1) Included if ownership is greater than 25%.

(4) Bradford-O'Keefe Funeral Home, Inc.

(7) Swetman Land Company

(2) Allen Beverages, Inc.

(5) Sliman Enterprises, Inc.

(3) Rex Distributing Co, Inc.

(6) Mr. Tucei retired on December 31, 2012.

Part 4 (b): No director or officer owns any stock in any subsidiary of the bank holding company.