

PEOPLES FINANCIAL CORP /MS/

Form 11-K

June 26, 2009

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**SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 11-K
ANNUAL REPORT
PURSUANT TO SECTION 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

þ **ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE
ACT OF 1934**

For the fiscal year ended December 31, 2008

or

o **TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE
ACT OF 1934**

Commission file number 01-12103

A. Full title of the plan and the address of the plan, if different from that of the issuer named below:

Peoples Financial Corporation Employee Stock Ownership Plan
Howard and Lameuse Avenues
Biloxi, Mississippi 39533

B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office:

Peoples Financial Corporation
Howard and Lameuse Avenues
Biloxi, Mississippi 39533

**Peoples Financial Corporation Employee Stock Ownership Plan
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Report of Independent Registered Public Accounting Firm

To the Audit Committee of Peoples Financial Corporation
Peoples Financial Corporation Employee Stock Ownership Plan

We have audited the accompanying statements of net assets available for benefits of Peoples Financial Corporation Employee Stock Ownership Plan as of December 31, 2008 and 2007, and the related statement of changes in net assets available for benefits for the year ended December 31, 2008. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with the auditing standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of Peoples Financial Corporation Employee Stock Ownership Plan as of December 31, 2008 and 2007 and the changes in net assets available for benefits for the year ended December 31, 2008, in conformity with accounting principles generally accepted in the United States of America.

Our audits of the Plan's financial statements as of and for the year ended December 31, 2008, were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental Schedule of Assets (Held at End of Year) is presented for the purpose of additional analysis and is not a required part of the basic financial statements, but is supplementary information required by the United States Department of Labor Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Plan's management and has been subjected to the auditing procedures applied in our audits of the basic financial statements for the year ended December 31, 2008 and, in our opinion, is fairly stated in all material respects when considered in relation to the basic financial statements taken as a whole.

/s/ PORTER KEADLE MOORE, LLP

Atlanta, Georgia

June 25, 2009

Table of Contents**Peoples Financial Corporation Employee Stock Ownership Plan
Statements of Net Assets Available for Benefits**

	December 31,	
	2008	2007
Assets		
Cash	\$ 31,561	\$ 47,731
Peoples Financial Corporation common stock	7,934,190	9,848,320
Total assets	7,965,751	9,896,051
Liabilities		
Other liabilities	49	29
Net assets available for benefits	\$ 7,965,702	\$ 9,896,022

See Notes to Financial Statements.

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**Peoples Financial Corporation Employee Stock Ownership Plan
Statement of Changes in Net Assets Available for Benefits
For the Year Ended December 31, 2008**

Additions to net assets

Investment income:	
Net change in fair value of Peoples Financial Corporation common stock	\$ (1,908,386)
Interest	695
Dividends, Peoples Financial Corporation	248,988
Total investment loss	(1,658,703)
Employer contributions	25,688
Total additions	(1,633,015)

Deductions from net assets

Distributions paid to participants	297,305
Total deductions	297,305

Change in net assets available for benefits	(1,930,320)
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Net assets available for benefits, beginning of year	9,896,022
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Net assets available for benefits, end of year	\$ 7,965,702
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See Notes to Financial Statements.

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**Peoples Financial Corporation Employee Stock Ownership Plan
Notes to Financial Statements**

NOTE A DESCRIPTION OF PLAN

The following description of the Peoples Financial Corporation (the Company) Employee Stock Ownership Plan (the Plan) provides only general information. Participants should refer to the plan agreement for a more complete description of the Plan s provisions.

General

The Plan is a defined contribution plan covering all employees of the Company who are age 21 or older and employed in a position requiring the completion of at least 1,000 hours of service per plan year. Entrance in the plan is on January 1st or July 1st, following the employee s initial date of eligibility. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Employer Contributions

Annual contributions are determined by the Company s Board of Directors. The maximum annual contribution credited to a participant s account is equal to the lesser of the maximum amount which can be allocated to any participant s account as provided in Section 415(d) of the Internal Revenue Code of 1986 (IRC) or one hundred percent (100%) of the participant s IRC Section 415 compensation. The maximum annual addition to a participant s account was \$46,000 and \$45,000 for years ended December 31, 2008 and 2007, respectively.

Participant Accounts

A separate Company Stock Account and Other Investments Account will reflect each participant s interest. Vesting is based on years of credited service. For contributions prior to January 1, 2007, a participant is 100% vested after 7 years of credited service according to the following schedule:

Less than three years	0%
Three years	20%
Four years	40%
Five years	60%
Six years	80%
Seven years	100%

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For contributions on or after January 1, 2007, a participant is 100% vested after 6 years of credited service according to the following schedule:

Less than two years	0%
Two years	20%
Three years	40%
Four years	60%
Five years	80%
Six years	100%

Company Stock Account This account is credited annually with the employee’s allocable share of Company stock purchased and paid for by the Trust or contributed in kind to the Trust, and with any stock dividends on Company stock allocated to the employee’s Company Stock Account.

Other Investments Account This account is credited or debited annually with the employee’s share of net income or loss of the Trust, with any forfeitures of common stock, with any cash dividends on Company stock allocated to the employee’s Company Stock Account, with the employee’s allocable share of the employer contributions in cash and with any forfeitures from Other Investment Accounts.

Investment Funds

The Trustee will invest employer contributions primarily in Company Stock.

Diversifications

Diversification is offered to participants close to retirement so that they may have the opportunity to move part of the value of their investment in Company stock into investments which are more diversified. Participants who are at least age 55 with at least 10 years of participation in the Plan may elect to diversify a portion of their account.

Diversification is offered to each eligible participant over a six-year period. The qualified participant may choose to receive this diversification distribution as a direct rollover to a traditional IRA or eligible employer plan or the diversification distribution may be paid directly to the qualified participant. In each of the first five years, a participant may diversify up to 25% of the number of post-1986 shares allocated to his or her account, less any shares previously diversified. In the sixth year, the percentage changes to 50%.

Payment of Benefits

Upon retirement (as defined), a participant is entitled to receive 100% of his or her account balance in a lump-sum distribution. Upon the death of a participant, the designated beneficiary is entitled to receive 100% of the participant’s account in a lump-sum distribution. In addition, disabled participants are entitled to 100% of their account balances. Plan participants who terminate for reasons other than retirement, death or disability are entitled to receive only the vested portion of their accounts.

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Eligible participants are entitled to receive required minimum distributions in annual installments.

Upon termination of employment, amounts not vested will be forfeited with such forfeitures being allocated to the accounts of the remaining active participants in the same proportion that the compensation of each participant bears to the total compensation of all active participants during the year.

Voting Rights

Each participant is entitled to exercise voting rights attributable to the shares allocated to his or her account and is notified by the Trustee prior to the time that such rights are to be exercised. The Trustee, however, shall vote any allocated shares for which instructions have not been given by a participant. The Trustee is required to vote any unallocated shares.

Plan Amendments

The Plan was amended and restated as of January 1, 2008. The Plan was restated to include the mandatory provisions of the Economic Growth and Tax Relief Reconciliation Act of 2001 (also known as EGTRRA 2001). The Plan has been in operational compliance since the law's passing.

Amendments to the Plan include 1) allowing the distribution of a participant's benefit to be made in cash or Company stock, or both, provided, however, that if a participant or beneficiary so demands, such benefit shall be distributed only in the form of Company stock; 2) the distributions provisions have been amended to allow for participants to be paid as soon as administratively feasible after termination; and 3) the cash out level has been raised from \$1,000 to \$5,000. Any participant with a vested balance between these figures who does not make an affirmative election to take their distribution (or elect a rollover) will have their benefits automatically rolled over to an IRA.

NOTE B SUMMARY OF ACCOUNTING POLICIES

Basis of Accounting

The financial statements of the Plan are prepared using the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America.

Investments

The Plan's investment in Company stock is recorded at fair value as quoted on the NASDAQ Capital Market Exchange. Purchases and sales of securities are recorded on a trade-date basis. Realized gains and losses from security transactions are reported on the average cost method. Interest income is recorded on the accrual basis and dividends are recorded on the ex-dividend date.

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On January 1, 2008, the Plan adopted Financial Accounting Standards Board Statement No. 157, Fair Value Measurements (SFAS 157). SFAS 157 establishes a framework for measuring assets and liabilities at fair value and also requires additional disclosures about fair value measures. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The statement required that assets and liabilities carried at fair value be classified and disclosed in one of the following categories: Level 1 Quoted market prices in active markets for identical assets or liabilities, Level 2 Observable market based inputs or unobservable inputs that are corroborated by market data, or Level 3 Unobservable inputs that are not corroborated by market data.

The asset s or liability s fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement as of the reporting date.

Benefit Payments

Benefit payments to participants are recorded upon distribution.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from these estimates.

NOTE C INVESTMENTS

The following table sets forth by level, within the fair value hierarchy, the Plan s assets measured at fair value on a recurring basis as of December 31, 2008:

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	Total Assets at Fair Value	Fair Value Measurement Using		
		Level 1	Level 2	Level 3
Peoples Financial Corporation common stock	\$7,934,190	\$7,934,190	\$	\$

NOTE D COST OF PLAN ADMINISTRATION

The Company absorbs the cost of plan administration. These costs were \$21,570 and \$13,902 for the years ended December 31, 2008 and 2007, respectively.

NOTE E PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right under the plan to terminate the Plan subject to the provisions of ERISA. In the event of plan termination, participants will become 100% vested in their accounts.

NOTE F TAX STATUS

The Company received a favorable determination letter dated February 27, 2002, from the Internal Revenue Service under which the Plan qualifies for favorable tax treatment under Sections 401(a) and 4975(e)(7) of the Internal Revenue Code and, therefore, is exempt from federal income taxes under provisions of Section 501(a).

NOTE G PARTY-IN-INTEREST TRANSACTIONS

Common stock of the Company, the Plan sponsor, is the only investment of the Plan. The shares held by the Plan at December 31, 2008 and 2007 had a market value of \$7,934,190 and \$9,848,320, respectively. The plan purchased \$301,906 (13,600 shares) and sold \$307,650 (13,888 shares) of the Plan sponsor's common stock during the year ended December 31, 2008. In 2008, the Plan received cash dividends of approximately \$249,000 from its investment in Company stock.

Members of management of the Plan sponsor are participants in the Plan; however there are no transactions with these individuals other than their participation in the Plan. The Asset Management & Trust Division of The Peoples Bank, Biloxi, Mississippi, a wholly owned subsidiary of the Plan sponsor, serves as the Trustee of the Plan.

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NOTE H CONCENTRATION OF MARKET RISK

The Plan has invested a significant portion of its assets in Company common stock. This investment in the Company's common stock approximates 99% of the Plan's net assets available for benefits as of December 31, 2008. As a result of the concentration, any significant reduction in the market value of the stock could adversely affect individual participant accounts and the net assets of the Plan.

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**Peoples Financial Corporation Employee Stock Ownership Plan
Schedule H, Line 4i Schedule of Assets (Held at End of Year)
December 31, 2008**

(a)	Identity of issuer or similar party (b)	Description of assets (c)	Cost (d)	Fair Value (e)
*	Peoples Financial Corporation	Common Stock - 445,741 shares	\$3,459,641	\$7,934,190

* represents
party-in-interest
See accompanying Report of Independent Registered Public Accounting Firm.

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SIGNATURES

Pursuant to the requirements of the Securities and Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plan) have duly caused this annual report to be signed on its behalf by the undersigned thereunto duly authorized.

Peoples Financial Corporation Employee
Stock Ownership Plan

Name of Plan

/s/ Thomas H. Wicks

The Asset Management and Trust Division
of The Peoples Bank, Biloxi, Mississippi;
Trustee

By: Thomas H. Wicks, Trust Officer, The
Peoples Bank, Biloxi, Mississippi

June 26, 2009

Date

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