COVINGTON BILL Form 4 January 16, 2003

| OMB | APPROVAL |
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UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, DC 20549

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

 $|_|$ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

(Print of Type Responses)

| 1. Name and Address of Repo | rting Person* | | | |
|-----------------------------|-----------------------|----------------------------|------|--|
| COVINGTON | BILL | J | | |
| (Last) | (First) | (Middle) | | |
| P.O. BOX 172 | | | | |
| | (Street) | | | |
| EMINENCE | KENTUCKY | 40019 | | |
| (City) | (State) | (Zip) | | |
| | | | | |
| 2. Issuer Name and Ticker o | r Trading Symbol | | | |
| PREMIER FINANCIAL BANCORP, | INC (PFBI) | | | |
| 3. I.R.S. Identification Nu | mber of Reporting Per | son, if an entity (volunta | ary) | |
| | | | | |
| 4. Statement for Month/Day/ | Year | | | |
| JANUARY 15, 2003 | | | | |
| 5. If Amendment, Date of Or | iginal (Month/Day/Yea | r) | | |
| | | | | |

^{6.} Relationship of Reporting Person(s) to Issuer (Check all applicable)

|_| 10% Owner

| X Officer (give tit | tle below) | _ | Other (speci | fy below) | | |
|------------------------------|---------------------------|--------------------------|--------------------|---|-----------|--------|
| PRESIDENT - AFFILIATE | BANK | | | | | |
| 7. Individual or Joint/Gr | roup Filing | (Check Appli | cable line) | | _ | |
| X Form Filed by One | | | | | | |
| Table I Non-I | Derivative S or Benefi | ecurities Accially Owned | quired, Dispos | ed of, | | |
| | 2. | 2A. Deemed | | 4. Securities Acq Disposed of (D (Instr. 3, 4 a |) | (A) or |
| 1. | Trans- action | Execution Date, if | Code (Instr. 8) | | (A) | |
| Title of Security (Instr. 3) | Date | any | | Amount | or (D) | Price |
| PFBI COMMON STOCK | | | | | | |
| | | | | | | |
| | | | | | | |
| | | | | | | |
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| | | | | | | |
| | | | | | .===== | |

FORM 4 (continued)

|_| Director

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| sion or Exer cise Pric | Conver- sion | onver- ion r xer- ise | 3A. Deemed | | 5. Number of Derivative Securities Acquired (A) or Disposed | | | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | |
|------------------------------------|-----------------|-----------------------------------|----------------|--------|---|---------------|-----------------|-----------|---|--|
| | of | Trans- | ion | Code | of(D) | (Month/D | Day/Year) | | Amount or | |
| Derivative Security | ative Secur- | Date (mm/dd/ | any (mm/dd/ | 8) | 4 and 5) | Date Exer- | Expira- tion | | Number of | |
| (Instr. 3) | ity | уу) | уу) | Code V | (A) (D) | cisable | Date | Title | Shares | |
| EMPLOYEE STO OPTION (RI TO BUY) | IGHT | 12/31/98 | 3 | | 3000 | FN (1) | 12/31/08 | 3 COMMON | 3000 | |
| | | : | | | | | | | | |
| EMPLOYEE STO | IGHT | | | | | | | | | |
| TO BUY) | | 01/15/03 | } | A | 2000 | FN (2) | 01/15/13 | COMMON | 2000 | |
| | | | | | | | | | | |
| | | | | | | | | | | |
| | | | | | | | | | | |
| | | -======= | -======= | | | | | | | |
| | (1) OPTI | IONS VESTE | | | S FROM 12/31/9 NUAL INSTALLME | | | | VESTED ON | |
| /S/ BILL J | J COVINGT | CON | | | | 1/16/03 | | | | |
| **Sign | nature of | Reportin | ng Person | | | Date | e | - | | |

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

- * If the form is filed by more than one reporting person, see Instruction $4\,\mathrm{(b)}\,\mathrm{(v)}$.
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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

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