

CITIZENS HOLDING CO /MS/  
Form 8-K  
December 02, 2008

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15 (d) of  
the Securities Exchange Act of 1934**

**December 2, 2008**

**Date of Report (Date of earliest event reported)**

**CITIZENS HOLDING COMPANY**

**(Exact name of the registrant as specified in its charter)**

**MISSISSIPPI**  
**(State or other)**

**001-15375**  
**(Commission File Number)**

**64-0666512**  
**(IRS Employer)**

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jurisdiction of incorporation)

Identification No.)

**521 Main Street, Philadelphia, Mississippi**  
(Address of principal executive office)

**39350**  
(Zip Code)

**(601) 656-4692**

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425).
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12).
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b)).
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c)).

**Item 7.01. Regulation FD Disclosure.**

On December 2, 2008, Citizens Holding Company issued a press release announcing the declaration of a cash dividend of \$.20 per share of common stock for the fourth quarter of 2008. This press release is furnished as Exhibit 99.1 to this Form 8-K.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

Exhibit 99.1 Press Release dated December 2, 2008

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**CITIZENS HOLDING COMPANY**

By: /s/ Robert T. Smith  
Robert T. Smith  
Treasurer and Chief Financial Officer

DATE: December 2, 2008

**EXHIBIT INDEX**

**Exhibit**

<b>Number</b>	<b>Description</b>
99.1	Press Release dated December 2, 2008