

CITIZENS HOLDING CO /MS/  
Form 8-K  
October 21, 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

October 21, 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

jurisdiction of

Identification No.)

incorporation)

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

**39350**  
(Zip Code)

**(601) 656-4692**

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(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 2.02. Results of Operation and Financial Condition.

On October 21, 2008, Citizens Holding Company (the Company ) issued a press release that announced the earnings for the Company for the third quarter of 2008. This press release, including accompanying financial highlights, is furnished as Exhibit 99.1 to this Form 8-K.

Item 7.01. Regulation FD Disclosure.

On October 21, 2008, the Company issued a press release that announced the earnings for the Company for the third quarter of 2008. This press release, including accompanying financial highlights, 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 October 21, 2008, including financial highlights

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: October 21, 2008

EXHIBIT INDEX

<b>Exhibit Number</b>	<b>Description</b>
99.1	Press Release dated October 21, 2008, including financial highlights