

CITIZENS HOLDING CO /MS/  
Form 8-K  
February 29, 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**

**February 29, 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 jurisdiction**

**of incorporation)**

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

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

**Identification No.)**

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

**(601) 656-4692**

**39350**  
(Zip Code)

(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 February 29, 2008, Citizens Holding Company issued a press release announcing the declaration of a cash dividend of \$.19 per share of common stock for the first 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 February 29, 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: February 29, 2008

EXHIBIT INDEX

<b>Exhibit Number</b>	<b>Description</b>
99.1	Press Release dated February 29, 2008