CITIZENS HOLDING CO /MS/ Form 8-K April 22, 2009

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

April 22, 2009

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 001-15375 (Commission File Number) 64-0666512 (IRS Employer

of incorporation)

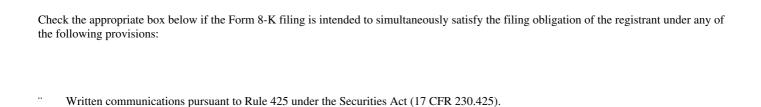
Identification No.)

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

39350 (Zip Code)

(601) 656-4692

(Registrant s telephone number, including area code)



- " 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 April 22, 2009, Citizens Holding Company (the Company) issued a press release that announced the earnings for the Company for the first quarter of 2009. 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 April 22, 2009, the Company issued a press release that announced the earnings for the Company for the first quarter of 2009. 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 April 22, 2009, 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: April 22, 2009

EXHIBIT INDEX

Exhibit

Number Description

99.1 Press Release dated April 22, 2009, including financial highlights