

CITIZENS HOLDING CO /MS/  
Form 8-K  
November 18, 2008

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

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

November 17, 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)

521 Main Street

64-0666512  
(IRS Employer

Identification No.)

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**Philadelphia, Mississippi 39350**

**(Address of principal executive office) (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 8.01 Other Events.**

On November 17, 2008, Citizens Holding Company issued a press release announcing that it will decline the U. S. Treasury Department's invitation to participate in the Capital Purchase Program, a component of the Troubled Asset Relief Program.

A copy of the press release is filed as exhibit 99.1 to this Form 8-K.

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

(d) Exhibits.

99.1 Press Release, dated November 17, 2008, issued by Citizens Holding Company

**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: November 17, 2008

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>
99.1	Press Release dated November 17, 2008, issued by Citizens Holding Company