

CITIZENS HOLDING CO /MS/  
Form 8-K  
October 26, 2006

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# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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## FORM 8-K

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### CURRENT REPORT

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

October 25, 2006

Date of Report (Date of earliest event reported)

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## CITIZENS HOLDING COMPANY

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

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**MISSISSIPPI**  
(State or other jurisdiction

of incorporation)

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

**64-0666512**  
(IRS Employer

Identification No.)

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

**(601) 656-4692**

**39350**  
(Zip Code)

(Registrant's telephone number, including area code)

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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:

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- .. 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)).
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**Item 3.01. Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.**

On October 24, 2006, the Board of Directors of Citizens Holding Company (the Company ) unanimously approved a resolution authorizing and directing the officers of the Company to withdraw the listing of the Company s common stock, par value \$.20 per share, from the American Stock Exchange and to list such common stock on the NASDAQ Global Market. On October 25, 2006, the Company issued a press release announcing its intention to withdraw its common stock from listing on the American Stock Exchange and to list the common stock on the NASDAQ Global Market. A copy of the Company s press release is furnished as Exhibit 99.1.

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

(d) Exhibits.

99.1 Press Release, dated October 25, 2006, 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: October 25, 2006

**EXHIBIT INDEX**

| <b>Exhibit<br/>Number</b> | <b>Description</b>  |
|---------------------------|---|
| 99.1                      | Press Release dated October 25, 2006, issued by Citizens Holding Company. |