CITIZENS HOLDING CO /MS/ Form 8-K May 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

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

of incorporation)

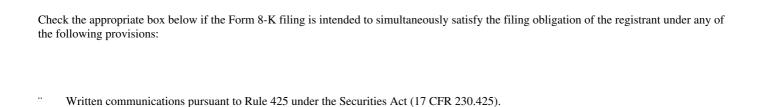
Identification No.)

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 7.01. Regulation FD Disclosure.

On May 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 second 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 May 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: May 29, 2008

EXHIBIT INDEX

Exhibit

Number Description

99.1 Press Release dated May 29, 2008