

CITIZENS HOLDING CO /MS/  
Form 10-K/A  
March 15, 2010

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

Washington, D.C. 20549

**FORM 10-K/A**

(Amendment No. 1)

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the fiscal year ended December 31, 2009**

or

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the transition period from \_\_\_\_\_ to \_\_\_\_\_**

**Commission file number: 001-15375**

**CITIZENS HOLDING COMPANY**

(Exact Name of Registrant as Specified in Its Charter)

**MISSISSIPPI**  
(State or Other Jurisdiction of

**64-0666512**  
(IRS Employer)

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Incorporation or Organization)

Identification Number)

521 Main Street, Philadelphia, MS  
(Address of Principal Executive Office)

39350  
(Zip Code)

Registrant's Telephone Number, Including Area Code: 601-656-4692

Securities registered pursuant to Section 12(b) of the Act:

| Title of Each Class           | Name of Each Exchange on Which Registered |
|-------------------------------|---|
| Common Stock, \$.20 par value | The NASDAQ Global Market                  |

Securities registered pursuant to Section 12(g) of the Act:

None

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Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Exchange Act. Yes  No

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definition of "accelerated filer," "large accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer   
Non-accelerated filer  Smaller Reporting Company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

As of June 30, 2009, the aggregate market value of the registrant's common stock, \$.20 par value, held by non-affiliates of the registrant was \$133,421,496 based on the closing sale price as reported on the NASDAQ Global Market for such date (the exchange on which the registrant's common stock was listed on June 30, 2009).

Indicate the number of shares outstanding of each of the registrant's classes of common stock, as of the latest practicable date.

| Class                         | Outstanding at March 11, 2010 |
|-------------------------------|-------------------------------|
| Common stock, \$.20 par value | 4,826,587 Shares              |

### DOCUMENTS INCORPORATED BY REFERENCE

Portions of Citizens Holding Company's Annual Report to Shareholders for the fiscal year ended December 31, 2009 are incorporated by reference into Part II of this Annual Report on Form 10-K.

Portions of Citizens Holding Company's definitive proxy statement with respect to its 2010 Annual Meeting of Shareholders are incorporated by reference into Part III of this Annual Report on Form 10-K.

**Explanatory Note:** We are filing this Amendment No. 1 on Form 10-K (the Amendment ) to our Annual Report on Form 10-K for the year ended December 31, 2009 to file the correct cover letter to our annual report, which is filed as Exhibit 13 to Form 10-K. The prior cover letter to our annual report filed with the original Form 10-K should be disregarded.

Except as set forth below, this Form 10-K does not modify, amend or update in any way any other items or disclosure in the Form 10-K. This Form 10-K continues to speak as of the date of the original Form 10-K and does not reflect events occurring after the filing of the original Form 10-K.

**SIGNATURES**

In accordance with Section 13 or 15(d) of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Citizens Holding Company

Date: March 15, 2010

By: /s/ GREG L. MCKEE  
**Greg L. McKee,**  
**President and**  
**Chief Executive Officer**

Date: March 15, 2010

By: /s/ ROBERT T. SMITH  
**Robert T. Smith,**  
**Treasurer and**  
**Chief Financial Officer**