

CITIZENS HOLDING CO /MS/  
Form 8-A12B  
November 08, 2006

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, DC 20549**

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**FORM 8-A**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**  
**PURSUANT TO SECTION 12(b) OR (g) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

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**Citizens Holding Company**

(Exact name of registrant as specified in its charter)

**Mississippi** **64-0666512**  
(State of incorporation or organization) (IRS Employer Identification Number)  
**521 Main Street, Philadelphia, Mississippi 39350**  
(Address of principal executive offices) (Zip Code)

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

**Title of each class**

**Name of each exchange on which**

**to be so registered**

**each class is to be registered**

Common Stock, par value \$.20 per share

The NASDAQ Stock Market LLC

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.  x

If this form relates to the registration of a class securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.  "

Securities Act registration statement file number to which this form relates:

N/A

(If applicable)

Securities to be registered pursuant to Section 12(g) of the Act: N/A

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**Item 1. Description of Registrant's Securities to be Registered.**

The description of the common stock, par value \$.20 per share, of Citizens Holding Company (the Registrant) contained in the Registrant's Form 8-A, filed with the Securities and Exchange Commission (the SEC) on October 7, 1999 (File No. 001-15375) is incorporated herein by reference and made a part hereof. The description of the rights associated with the Registrant's common stock included as Exhibit 4 to the Registrant's Registration Statement on Form 10, filed with the SEC on June 21, 1999 (File No. 000-25221) is incorporated herein by reference and made a part hereof.

**Item 2. Exhibits.**

Not applicable.

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Dated: November 7, 2006

CITIZENS HOLDING COMPANY

By: /s/ Robert T. Smith  
Robert T. Smith

Chief Financial Officer