

Dungan Vincent Craig
 Form 4
 June 08, 2018

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Dungan Vincent Craig

2. Issuer Name and Ticker or Trading Symbol
 CITIZENS HOLDING CO /MS/ [CIZN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)

Director 10% Owner
 Officer (give title below) Other (specify below)

5401 WESTMINSTER DRIVE

11/09/2011

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

MERIDIAN, MS 39305-9559

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	11/09/2011		W		28,732	A	Ⓐ 44,692
Common Stock	02/14/2013		W		400	A	Ⓐ 45,092
Common Stock	08/08/2013		S		8,947	D	Ⓑ 36,145
Common Stock	11/09/2015		S		12,692	D	\$ 21.03 23,453
Common Stock	08/03/2016		G ⁽³⁾		10,000	A	Ⓒ 33,453

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Common Stock 04/28/2017 P 12,000 A \$ 25 45,453 D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Option	\$ 18	04/23/2008		A	1,500	10/24/2008 04/23/2018	Common Stock	1,500
Stock Option	\$ 21.75	04/29/2009		A	1,500	10/30/2009 04/29/2019	Common Stock	1,500
Stock Option	\$ 25.72	04/28/2010		A	1,500	10/29/2010 04/28/2020	Common Stock	1,500
Stock Option	\$ 20.02	04/27/2011		A	1,500	10/28/2011 04/27/2021	Common Stock	1,500
Stock Option	\$ 18.76	04/25/2012		A	1,500	10/26/2012 10/25/2022	Common Stock	1,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dungan Vincent Craig 5401 WESTMINSTER DRIVE MERIDIAN, MS 39305-9559	X			

Signatures

Robert T. Smith, Attorney-in-Fact for Vincent Craig
Dungan

06/08/2018

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Acquired as the result of a distribution from Dungan Children Limited Partnership.
 - (2) This is part of a swap with his brother whereby shares of stock were traded for land
 - (3) Gift from Mother.

Remarks:

Stock and stock option transactions.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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