

CITIZENS HOLDING CO /MS/  
Form 8-K  
October 21, 2004

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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 OR 15(d) of**  
**The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported)

**October 20, 2004**

**CITIZENS HOLDING COMPANY**

(Exact name of registrant as specified in its charter)

**MISSISSIPPI**  
(State or Other Jurisdiction  
  
of Incorporation)

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

**64-0666512**  
(IRS Employer  
  
Identification No.)

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

**39350**  
(Zip Code)

Registrant's telephone number, including area code

**(601) 656-4692**

(Former name or former address, if changed since last report)

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:

- .. 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 2.02. Results of Operation and Financial Condition.

On October 20, 2004, the Company issued a press release that announced the earnings for the Company for the third quarter of 2004. This press release is furnished as Exhibit 99.1 to this Form 8-K.

Item 9.01. Financial Statements and Exhibits.

(c) Exhibits

Exhibit 99.1 Press Release dated October 20, 2004

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

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Robert T. Smith  
Treasurer and Chief Financial Officer

DATE: October 20, 2004

EXHIBIT INDEX

<b>Exhibit Number</b>	<b>Description</b>
99.1	Press Release dated October 20, 2004