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CITIZENS HOLDING CO /MS/  
Form 8-K  
August 14, 2002

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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FORM 8-K

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

August 14, 2002  
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 of  
Incorporation)

000-25221  
(Commission File Number)

64-0666512  
(IRS Employer  
Identification No.)

521 Main Street, Philadelphia, Mississippi  
(Address of Principal Executive Offices)

39350  
(Zip Code)

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

Item 7. Financial Statement and Exhibits.

(c) Exhibits

- Exhibit 99.1      Certification of the Chief Executive Officer of  
Citizens Holding Company (the "Company") dated  
August 14, 2002.
- Exhibit 99.2      Certification of the Chief Financial Officer of the  
Company dated August 14, 2002.

Item 9. Regulation FD Disclosure.

On August 14, 2002, the Company filed its Quarterly Report on Form 10-Q for the quarter ended June 30, 2002 (the "Quarterly Report") with the Securities and Exchange Commission. Accompanying the Quarterly Report as correspondence were the certifications of the Company's Chief Executive Officer, Steve Webb, and Chief Financial Officer, Robert T. Smith, pursuant to 18 U.S.C. (S) 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. The certifications are attached as Exhibits 99.1 and 99.2, respectively, to this Current Report on Form 8-K.

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The information included in this Current Report on Form 8-K (including the exhibits hereto) is furnished pursuant to Item 9 of Form 8-K and shall not be deemed to be "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section or Sections 11 and 12(a)(2) of the Securities Act of 1933, as amended.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CITIZENS HOLDING COMPANY

Date: August 14, 2002

By: /s/ Steve Webb

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Chairman & Chief Executive Officer