#### Edgar Filing: SMITH ROBERT TOWNSEND - Form 4

#### SMITH ROBERT TOWNSEND

Form 4

August 28, 2009

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

Expires:

January 31, 2005

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**OMB APPROVAL** 

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Check this box

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * SMITH ROBERT TOWNSEND		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) 10330 ROAD 2	(First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year) 08/28/2009	Director 10% Owner X Officer (give title Other (specify below)		
(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person		
PHILADELPH	IA, MS 39350		Form filed by More than One Reporting Person		

(City)	(State)	(Zip)	Table I - N	Jon-Derivative Securities Acc	quired, Disposed	of, or Beneficially Owned
.Title of	2. Transaction Date	e 2A. Deemed	3.	4. Securities Acquired	5. Amount of	6. Ownership 7. Nature
•,	0.5 1.70 /57	- · -		. (1) D: 1 C(D)	α	E D' . T !! .

1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securi	ties A	cquired	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	n(A) or Di	ispose	d of (D)	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	(Instr. 3,	4 and	5)	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)				Owned	Indirect (I)	Ownership
						Following	(Instr. 4)	(Instr. 4)	
				(4)		Reported			
					(A)		Transaction(s)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	08/26/2009		S		` /	¢	23,735	D	
Common Stock	08/27/2009		S	4,699	D	\$ 27.25	19,036	D	

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

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# 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. Transacti Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,		ate	7. Titl Amou Under Securi (Instr.	nt of lying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owno Follo Repo Trans (Instr
				Code V	4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

SMITH ROBERT TOWNSEND 10330 ROAD 2426 PHILADELPHIA, MS 39350

Treasurer and CFO

### **Signatures**

Robert Townsend 08/28/2009 Smith

\*\*Signature of Reporting 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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