#### MCKEE GREGORY LYLE

Form 4 April 30, 2009

## FORM 4

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

Check this box if no longer

subject to Section 16. Form 4 or

Form 5 obligations

may continue. See Instruction 1(b).

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)

(Last)

1. Title of

Security

(Instr. 3)

1. Name and Address of Reporting Person \*

MCKEE GREGORY LYLE

(First) (Middle)

11360 HIGHWAY 16 EAST

(Street)

2. Transaction Date 2A. Deemed

Filed(Month/Day/Year)

3.

PHILADELPHIA, MS 39350 (City) (State) (Zip)

(Month/Day/Year)

2. Issuer Name and Ticker or Trading

CITIZENS HOLDING CO /MS/

Symbol

[CIZN] 3. Date of Earliest Transaction

(Month/Day/Year) 04/30/2009

4. If Amendment, Date Original

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 4. Securities

Execution Date, if Code (Month/Day/Year)

TransactionAcquired (A) or Disposed of (D) (Instr. 8)

(Instr. 3, 4 and 5)

(A)

Reported Transaction(s)

Owned

(Instr. 3 and 4) Code V Amount (D) Price

Issuer

below)

Person

5. Amount of

Securities

Beneficially

Following

\_X\_\_ Director

Applicable Line)

X\_ Officer (give title

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Conversion Security or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number Transaction of Derivative Expiration Date Securities Code

6. Date Exercisable and (Month/Day/Year)

7. Title and Amount of 8 Underlying Securities (Instr. 3 and 4)

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

**OMB** 

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

(Check all applicable)

President and CEO

6. Ownership

Form: Direct

(D) or Indirect Beneficial

6. Individual or Joint/Group Filing(Check

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

(I)

(Instr. 4)

below)

10% Owner

Other (specify

7. Nature of

Ownership

(Instr. 4)

Indirect

Estimated average

burden hours per

### Edgar Filing: MCKEE GREGORY LYLE - Form 4

(Instr	Price of Derivative Security	(Month/Day/Year)	(Month/Day/Year)	(Instr. 8)	(A) or Dispos (D) (Instr. and 5)	sed of 3, 4,				(1	
			Code V	/ (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
Stoc	\$ 21.75	04/29/2009		A	1,500	)	10/30/2009	04/29/2019	Common	1,500	

## **Reporting Owners**

Reporting Owner Name / Address	Relationships							
Reporting Owner Hume / Hudress	Director	10% Owner	Officer	Other				
MCKEE GREGORY LYLE 11360 HIGHWAY 16 EAST PHILADELPHIA, MS 39350	X		President and CEO					

# **Signatures**

Robert T. Smith, Attorney-in-Fact for Gregory Lyle
McKee

\*\*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).

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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