

CITIZENS HOLDING CO /MS/
Form 10-Q/A
December 30, 2003

SECURITIES AND EXCHANGE COMMISSION

Washington, D. C. 20549

FORM 10-Q/A

AMENDMENT NO. 1 TO

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

For the quarterly period ended September 30, 2003

OR

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

For the transition period from _____ to _____

Commission file number: 000-25221

CITIZENS HOLDING COMPANY

(exact name of registrant as specified in its charter)

MISSISSIPPI
(State or other jurisdiction of
incorporation or organization)

64-0666512
(I. R. S. Employer Identification Number)

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

39350
(Zip Code)

Registrant's telephone number, including area code: 601-656-4692

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act). Yes No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

<u>Title</u>	<u>Outstanding as of November 10, 2003</u>
Common Stock, \$.20 par value	4,975,578

Explanatory Note:

The purpose of this Amendment to the Quarterly Report on Form 10-Q of Citizens Holding Company (the Company) for the quarterly period ended September 30, 2003 is to correct an error regarding the Company's status as an accelerated filer. The Company's Quarterly Report on Form 10-Q is hereby amended to indicate that the Company is not an accelerated filer.

Except as noted herein, the Registrant's Quarterly Report on Form 10-Q for the period ended September 30, 2003 remains as originally filed with the Securities and Exchange Commission on November 13, 2003.

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K.

(a) Exhibits

31(a) Certification of the Chief Executive Officer pursuant to Rule 13a-14(a)/15d-14(a).

31(b) Certification of the Chief Financial Officer pursuant to Rule 13a-14(a)/15d-14(a).

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, thereunto duly authorized.

CITIZENS HOLDING COMPANY

BY: /s/ Greg L. McKee

BY: /s/ Robert T. Smith

Greg L. McKee

Robert T. Smith

President and Chief Executive Officer

Treasurer and Chief Financial Officer

DATE: December 30, 2003

DATE: December 30, 2003