

Dungan Vincent Craig
 Form 4
 June 08, 2018

FORM 4

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

OMB APPROVAL

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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)

1. Name and Address of Reporting Person *
 Dungan Vincent Craig

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) (First) (Middle)
 5401 WESTMINSTER DRIVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 03/12/2014

Director 10% Owner
 Officer (give title below) Other (specify below)

MERIDIAN, MS 39305-9559

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Common Stock | | | | | 52,620 | D | |
| Common Stock | | | | | 206 | I | Spouse IRA |

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

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SEC 1474 (9-02)

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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. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock | \$ 18.4 | 03/12/2014 | | A | 750 | 03/12/2015 03/12/2015 | Common Stock | 750 |
| Restricted Stock | \$ 18.86 | 04/29/2015 | | A | 750 | 04/29/2016 04/29/2016 | Common Stock | 750 |
| Restricted Stock | \$ 21.51 | 04/27/2016 | | A | 750 | 04/27/2017 04/27/2017 | Common Stock | 750 |
| Restricted Stock | \$ 24.03 | 04/26/2017 | | A | 750 | 04/26/2018 04/26/2018 | Common Stock | 750 |
| Restricted Stock | \$ 22.05 | 04/25/2018 | | A | 750 | 04/25/2019 04/25/2019 | Common Stock | 750 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Dungan Vincent Craig 5401 WESTMINSTER DRIVE MERIDIAN, MS 39305-9559 | X | | | |

Signatures

Robert T. Smith, Attorney-in-Fact for Vincent Craig
Dungan 06/08/2018

__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).

Remarks:

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Restricted stock grants and update holdings for vesting of restricted stock grants and dividend reinvestment.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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