

MCKEE GREGORY LYLE  
Form 4  
June 05, 2018

**FORM 4**

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

OMB APPROVAL

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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)

1. Name and Address of Reporting Person \*  
MCKEE GREGORY LYLE

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)  
11360 HIGHWAY 16 EAST  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
04/29/2015

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

PHILADELPHIA, MS 39350

(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			
Common Stock					52,394	D	
Common Stock					1,225	I	Spouse IRA

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. 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)	Amount or Number of Shares
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 04/26/2017	Common Stock	750
Restricted Stock	\$ 24.03	04/26/2017		A	750	04/26/2018 04/26/2018	Common Stock	750
Restricted Stock	\$ 19.54	06/22/2015		A	7,500	(1) 06/22/2020	Common Stock	7,500

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	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: \_\_\_\_\_ Date: 06/05/2018

## 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).
- (1) This restricted stock grant is for a five year period during which vesting occurs annually depending on the stock price of the company meeting certain performance metrics.

### Remarks:

Restricted Stock Grants and update holdings for restricted stock vesting 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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