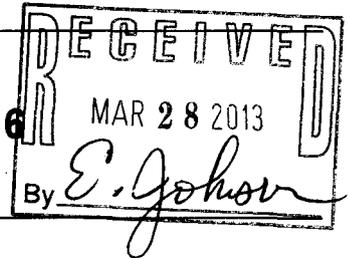


Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6



Report at the close of business as of the end of fiscal year

This Report is required by law: Section 5(c)(1)(A) of the Bank Holding Company Act (12 U.S.C. § 1844 (c)(1)(A)); Section 8(a) of the International Banking Act (12 U.S.C. § 3106(a)); Sections 11(a)(1), 25 and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); Section 211.13(c) of Regulation K (12 C.F.R. § 211.13(c)); and Section 225.5(b) of Regulation Y (12 C.F.R. § 225.5(b)) and section 10(c)(2)(H) of the Home Owners' Loan Act. Return to the appropriate Federal Reserve Bank the original and the number of copies specified.

This report form is to be filed by all top-tier bank holding companies and top-tier savings and loan holding companies organized under U.S. law, and by any foreign banking organization that does not meet the requirements of and is not treated as a qualifying foreign banking organization under Section 211.23 of Regulation K (12 C.F.R. § 211.23). (See page one of the general instructions for more detail of who must file.) The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to, an information collection unless it displays a currently valid OMB control number.

NOTE: The *Annual Report of Holding Companies* must be signed by one director of the top-tier holding company. This individual should also be a senior official of the top-tier holding company. In the event that the top-tier holding company does not have an individual who is a senior official and is also a director, the chairman of the board must sign the report.

Date of Report (top-tier holding company's fiscal year-end):

December 31, 2012

Month / Day / Year

I, **Greg L. McKee**

Reporter's Name, Street, and Mailing Address

Citizens Holding Company

Name of the Holding Company Director and Official

Legal Title of Holding Company

Director, President and Chief Executive Officer

521 Main Street / P O Box 209

Title of the Holding Company Director and Official

(Mailing Address of the Holding Company) Street / P.O. Box

attest that the *Annual Report of Holding Companies* (including the supporting attachments) for this report date has been prepared in conformance with the instructions issued by the Federal Reserve System and are true and correct to the best of my knowledge and belief.

Philadelphia MS 39350-0209
City State Zip Code

Physical location (if different from mailing address)

With respect to information regarding individuals contained in this report, the Reporter certifies that it has the authority to provide this information to the Federal Reserve. The Reporter also certifies that it has the authority, on behalf of each individual, to consent or object to public release of information regarding that individual. The Federal Reserve may assume, in the absence of a request for confidential treatment submitted in accordance with the Board's "Rules Regarding Availability of Information," 12 C.F.R. Part 261, that the Reporter and individual consent to public release of all details in the report concerning that individual.

Person to whom questions about this report should be directed:

Robert T. Smith Treasurer and CFO

Name Title

601-389-3302

Area Code / Phone Number / Extension

601-656-4264

Area Code / FAX Number

rsmith@tcbphila.com

E-mail Address

www.citizensholdingcompany.com

Address (URL) for the Holding Company's web page

Signature of Holding Company Director and Official

03/27/2013

Date of Signature

For holding companies not registered with the SEC—

Indicate status of Annual Report to Shareholders:

- is included with the FR Y-6 report
- will be sent under separate cover
- is not prepared

For Federal Reserve Bank Use Only

RSSD ID **1083475**
C.I. _____

Does the reporter request confidential treatment for any portion of this submission?

Yes Please identify the report items to which this request applies:

In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.

The information for which confidential treatment is sought is being submitted separately labeled "Confidential."

No

Revised 2/4.
4-9-13

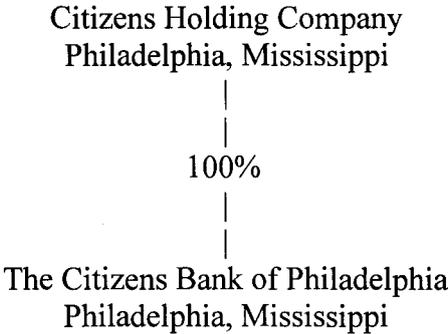
Form FR.Y-6

Citizens Holding Company
Philadelphia, Mississippi
Fiscal Year Ending December 31, 2012

Report Item

1: The BHC is registered with the Securities and Exchange Commission.

2A: Organizational chart



All entities are organized and incorporated in the State of Mississippi.

2B: Domestic Branch Listing

Domestic Branch Listing was emailed to the FRB on March 27, 2013. A copy is attached for your convenience.

Results: A list of branches for your depository institution: CITIZENS BANK OF PHILADELPHIA, THE (ID_RSSD: 29636).
This depository institution is held by CITIZENS HOLDING COMPANY (1083475) of PHILADELPHIA, MS.
The data are as of 12/31/2012. Data reflects information that was received and processed through 02/24/2013.

Reconciliation and Verification Steps

1. In the **Data Action** column of each branch row, enter one or more of the actions specified below.
2. If required, enter the date in the **Effective Date** column.

Actions

- OK:** If the branch information is correct, enter 'OK' in the **Data Action** column.
Change: If the branch information is incorrect or incomplete, revise the data, enter 'Change' in the **Data Action** column and the date when this information first became valid in the **Effective Date** column.
Close: If a branch listed was sold or closed, enter 'Close' in the **Data Action** column and the sale or closure date in the **Effective Date** column.
Delete: If a branch listed was never owned by this depository institution, enter 'Delete' in the **Data Action** column.
Add: If a reportable branch is missing, insert a row, add the branch data, and enter 'Add' in the **Data Action** column and the opening or acquisition date in the **Effective Date** column.

If printing this list, you may need to adjust your page setup in MS Excel. Try using landscape orientation, page scaling, and/or legal sized paper.

Submission Procedure

When you are finished, send a saved copy to your FRB contact. See the detailed instructions on this site for more information.
If you are e-mailing this to your FRB contact, put your institution name, city and state in the subject line of the e-mail.

Note:

To satisfy the **FR Y-10 reporting requirements**, you must also submit FR Y-10 Domestic Branch Schedules for each branch with a **Data Action** of Change, Close, Delete, or Add.
The FR Y-10 report may be submitted in a hardcopy format or via the FR Y-10 Online application - <https://y10online.federalreserve.gov>.

* FDIC UNINUM, Office Number, and ID_RSSD columns are for reference only. Verification of these values is not required.

| Data Action | Effective Date | Branch Service Type | Branch ID_RSSD* | Popular Name | Street Address | City | State | Zip Code | County | Country | FDIC UNINUM* | Office Number* | Head Office | Head Office ID_RSSD* | Comments |
|-------------|----------------|----------------------------|-----------------|------------------------------------|------------------------------|--------------|-------|----------|------------|---------------|--------------|----------------|------------------------------------|----------------------|----------|
| OK | | Full Service (Head Office) | 29636 | CITIZENS BANK OF PHILADELPHIA, THE | 521 EAST MAIN STREET | PHILADELPHIA | MS | 39350 | NESHOBA | UNITED STATES | 7752 | | CITIZENS BANK OF PHILADELPHIA, THE | 29636 | |
| OK | | Full Service | 448031 | CARTHAGE MAIN OFFICE | 301 W MAIN STREET | CARTHAGE | MS | 39051 | LEAKE | UNITED STATES | 482988 | 25 | CITIZENS BANK OF PHILADELPHIA, THE | 29636 | |
| OK | | Full Service | 4115171 | COLLINSVILLE BRANCH | 9065 COLLINSVILLE ROAD | COLLINSVILLE | MS | 39325 | LAUDERDALE | UNITED STATES | 466529 | 19 | CITIZENS BANK OF PHILADELPHIA, THE | 29636 | |
| OK | | Full Service | 1836840 | DE KALB BRANCH | 176 MAIN AVENUE | DE KALB | MS | 39328 | KEMPER | UNITED STATES | 226669 | 10 | CITIZENS BANK OF PHILADELPHIA, THE | 29636 | |
| OK | | Full Service | 110338 | DECATUR BRANCH | 15220 HIGHWAY 15 SOUTH | DECATUR | MS | 39327 | NEWTON | UNITED STATES | 225737 | 14 | CITIZENS BANK OF PHILADELPHIA, THE | 29636 | |
| OK | | Full Service | 4395937 | FLOWOOD BRANCH | 5419 HIGHWAY 25, SUITE Q | FLOWOOD | MS | 29232 | RANKIN | UNITED STATES | Not Required | Not Required | CITIZENS BANK OF PHILADELPHIA, THE | 29636 | |
| OK | | Full Service | 914031 | FOREST BRANCH | 247 WOODLAND DRIVE NORTH | FOREST | MS | 39074 | SCOTT | UNITED STATES | 225744 | 15 | CITIZENS BANK OF PHILADELPHIA, THE | 29636 | |
| OK | | Full Service | 3817021 | HATTIESBURG BRANCH | 6222 HIGHWAY 98 WEST | HATTIESBURG | MS | 39402 | FORREST | UNITED STATES | 481545 | 24 | CITIZENS BANK OF PHILADELPHIA, THE | 29636 | |
| OK | | Full Service | 2186485 | KOSCIUSKO OFFICE | 105 JEFFERSON STREET | KOSCIUSKO | MS | 39090 | ATTALA | UNITED STATES | 44679 | 11 | CITIZENS BANK OF PHILADELPHIA, THE | 29636 | |
| OK | | Full Service | 852441 | INDUSTRIAL BRANCH | 803 SOUTH CHURCH AVENUE | LOUISVILLE | MS | 39339 | WINSTON | UNITED STATES | 238274 | 18 | CITIZENS BANK OF PHILADELPHIA, THE | 29636 | |
| OK | | Full Service | 728340 | LOUISVILLE BRANCH | 100 EAST MAIN STREET | LOUISVILLE | MS | 39339 | WINSTON | UNITED STATES | 10688 | 16 | CITIZENS BANK OF PHILADELPHIA, THE | 29636 | |
| OK | | Full Service | 4115153 | BROADMOOR BRANCH | 5015 HIGHWAY 493 | MERIDIAN | MS | 39305 | LAUDERDALE | UNITED STATES | 471123 | 22 | CITIZENS BANK OF PHILADELPHIA, THE | 29636 | |
| OK | | Full Service | 3068720 | EASTGATE BRANCH | 1825 HIGHWAY 39 NORTH | MERIDIAN | MS | 39301 | LAUDERDALE | UNITED STATES | 360899 | 13 | CITIZENS BANK OF PHILADELPHIA, THE | 29636 | |
| OK | | Full Service | 4115162 | MIDTOWN BRANCH | 905 22ND AVENUE | MERIDIAN | MS | 39305 | LAUDERDALE | UNITED STATES | 470518 | 21 | CITIZENS BANK OF PHILADELPHIA, THE | 29636 | |
| OK | | Full Service | 537346 | NOXAPATER BRANCH | 45 MAIN STREET | NOXAPATER | MS | 39346 | WINSTON | UNITED STATES | 238273 | 17 | CITIZENS BANK OF PHILADELPHIA, THE | 29636 | |
| OK | | Full Service | 98333 | EAST SIDE BRANCH | EAST MAIN STREET | PHILADELPHIA | MS | 39350 | NESHOBA | UNITED STATES | 226668 | 5 | CITIZENS BANK OF PHILADELPHIA, THE | 29636 | |
| OK | | Full Service | 30931 | NORTH SIDE BRANCH | INTERSECTION OF HWYS 15 & 19 | PHILADELPHIA | MS | 39350 | NESHOBA | UNITED STATES | 226665 | 2 | CITIZENS BANK OF PHILADELPHIA, THE | 29636 | |
| OK | | Full Service | 31433 | WEST SIDE BRANCH | 912 WEST BEACON STREET | PHILADELPHIA | MS | 39350 | NESHOBA | UNITED STATES | 226664 | 1 | CITIZENS BANK OF PHILADELPHIA, THE | 29636 | |

| | | | | | | | | | | | | | | |
|----|--|--------------|---------|-------------------|-----------------------------|------------|----|-------|-----------|---------------|--------|----|---------------------------------------|-------|
| OK | | Full Service | 2289555 | SCOوبا BRANCH | 27597 HIGHWAY 16 EAST | SCOوبا | MS | 39358 | KEMPER | UNITED STATES | 219075 | 12 | CITIZENS BANK OF PHILADELPHIA, THE | 29636 |
| OK | | Full Service | 581433 | SEBASTOPOL BRANCH | 24 PINE STREET | SEBASTOPOL | MS | 39359 | SCOTT | UNITED STATES | 258 | 8 | CITIZENS BANK OF PHILADELPHIA, THE | 29636 |
| OK | | Full Service | 3654703 | STARKVILLE BRANCH | 201 HIGHWAY 12 WEST | STARKVILLE | MS | 39759 | OKTIBBEHA | UNITED STATES | 468548 | 20 | CITIZENS BANK OF PHILADELPHIA, THE | 29636 |
| OK | | Full Service | 562638 | UNION BRANCH | CORNER OF HORNE & BANK STS. | UNION | MS | 39365 | NESHOBA | UNITED STATES | 226667 | 4 | CITIZENS BANK OF PHILADELPHIA, THE | 29636 |

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Report Item 3: Securities holders

(1)(a) (1)(b) (1)(c) (2)(a) (2)(b) (2)(c)

Current shareholders with ownership, control or holdings of 5% or more with power to vote as of 12-31-12

Shareholders not listed in (3)(1)(a) through (3)(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ended 12-31-12

| (1)(a) Name & Address (City, State, Country) | (1)(b) Country of Citizenship or Incorporation | (1)(c) Number and Percentage of Each Class of Voting Securities |
|--|--|--|
|--|--|--|

| (1)(a) Name & Address (City, State, Country) | (1)(b) Country of Citizenship or Incorporation | (1)(c) Number and Percentage of Each Class of Voting Securities |
|--|--|--|
|--|--|--|

| | | |
|--|-----|-------------------------------|
| The Molpus Company and Richard H. Molpus, Jr. Philadelphia, MS | USA | 451,522- 9.3% Common Stock |
|--|-----|-------------------------------|

NONE

| | | |
|-----------------------------------|-----|---|
| Herbert A. King Starkville, MS | USA | 240,796 - 5.0% Common Stock 15,000 - 0.29% Options on Common Stock |
|-----------------------------------|-----|---|

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December 31, 2012

Report Item 4: Insiders

(1) (2) (3)(a)(b)(c) and (4)(a)(b)(c)

| (1) Names & Address (City, State, Country) | (2) Principal Occupation if other than with Bank Holding Company | (3)(a) Title & Position with Bank Holding Company | (3)(b) Title & Position with subsidiaries (include names of subsidiaries) | (3)(c) Title & Position with Other Businesses (include names of other businesses) | (4)(a) Percentage of Voting Shares in Bank Holding Company | (4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries) | (4)(c) List names of other companies (include partnerships) If 25% or more of voting securities are held (List names of companies and percentage of voting securities held) |
|--|--|--|---|---|--|---|--|
| Don L. Fulton Philadelphia, MS | General Construction W. G. Yates and Sons, Construction Co, Inc. | Director | Director The Citizens Bank | Corporate PERT Coordinator W. G. Yates and Sons | 0.43% | None | N/A |
| Daniel Adam Mars Philadelphia, MS | Business Manager | Director | Director The Citizens Bank | Business Manager Mars, Mars & Chalmers, Attorneys | 0.28% | None | Adam Mars Realty 100% |
| Herbert A. King Starkville, MS | Engineer | Director | Director The Citizens Bank | Engineer, King Engineering, Inc. | 5.00% | None | N/A |
| Greg L. McKee Philadelphia, MS | N/A | Director, President & CEO | Director, President & CEO The Citizens Bank | N/A | 0.57% | None | N/A |
| David A. King Philadelphia, MS | Proprietor, Auto Parts supply store | Director | Director The Citizens Bank | Proprietor, Philadelphia Motor Company | 1.79% | None | Philadelphia Motor Co. 100% |
| V. Craig Dungan, MD Meridian, MS | Physician | Director | Director The Citizens Bank | Physician Meridian Gastroenterology Clinic | 1.04% | None | N/A |

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Report Item 4: Insiders

(1) (2) (3)(a)(b)(c) and (4)(a)(b)(c)

| (1) Names & Address (City, State, Country) | (2) Principal Occupation if other than with Bank Holding Company | (3)(a) Title & Position with Bank Holding Company | (3)(b) Title & Position with subsidiaries (include names of subsidiaries) | (3)(c) Title & Position with Other Businesses (include names of other businesses) | (4)(a) Percentage of Voting Shares in Bank Holding Company | (4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries) | (4)(c) List names of other companies (include partnerships) If 25% or more of voting securities are held (List names of companies and percentage of voting securities held) |
|--|--|--|---|---|--|---|--|
| David P. Webb Madison, MS | Attorney | Director | Director The Citizens Bank | Attorney, Phelps Dunbars LLP | 0.47% | None | N/A |
| Donald L Kilgore Philadelphia, MS | Attorney | Director | Director The Citizens Bank | Attorney General Mississippi Band of Choctaw Indians | 0.11% | None | N/A |
| A. T. Williams Philadelphia, MS | Certified Public Accountant | Director | Director The Citizens Bank | A. T. Williams, CPA | 0.19% | None | N/A |
| Terrell E. Winstead Union, MS | Chief Financial Officer | Director | Director The Citizens Bank | Chief Financial Officer Molpus Woodlands Group | 0.32% | None | N/A |
| Robert T. Smith Philadelphia, MS | N/A | Treasurer & CFO | Senior Vice-President & CFO The Citizens Bank | N/A | 0.50% | None | N/A |