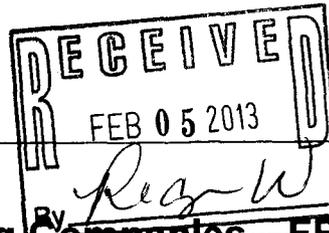


Board of Governors of the Federal Reserve System



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, CHARLES W THOMAS

Reporter's Name, Street, and Mailing Address

CITIZENS BANCSHARES, INC.

Name of the Holding Company Director and Official

SECRETARY

Legal Title of Holding Company

P.O. BOX 319

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.

GREENSBORO	AL	36744
City	State	Zip Code

1300 STATE STREET

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:

LISA S COCHRAN VICE PRESIDENT

Name Title

334-624-8888

Area Code / Phone Number / Extension

334-624-1572

Area Code / FAX Number

cochranls@bellsouth.net

E-mail Address

Signature of Holding Company Director and Official

01/30/2013

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

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 1086382  
 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  
4-11-13 S.P

**The Citizens Bank**

**Report Item 2            Organization**

**State of Incorporation: Alabama**

**CITIZENS BANCSHARES, INC**

**P.O. BOX 319**

**GREENSBORO, AL. 36744**

**State of Incorporation: Alabama**

**THE CITIZENS BANK**

**P.O. BOX 319**

**GREENSBORO, AL 36744**

**NOTE: CITIZENS BANCSHARES, INC OWNS 100% OF THE CITIZENS BANK**

**REPORT ITEM**

**1: SEE ATTACHED**

**REPORT ITEM 2: SEE ATTACHED ORGANIZATION CHART**

**Supplement: Questions – N/A**

**2B: None**

**REPORT ITEM 3: SHAREHOLDERS**

**John C Jay, Jr.  
Greensboro, Alabama 36744  
United States of America  
3652 Shares of Common Stock – 5.22%**

**Sue Seale  
Greensboro, Alabama 36744  
United States of America  
3990 Shares of Common Stock – 5.70%**

**3.2 N/A**

**REPORT ITEM 4: DIRECTORS AND OFFICERS  
SEE ATTACHED SHEET**

#### REPORT ITEM 4

Report Item 4: Directors & Officers  
(1),(2),(3)(a)(b)(c) and (4)(a)(b)(c)

(1) Names & Address (City & State)	(2) Principal Occupation if other than with Bank Holding Co.	(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)	(4)(a) Percentage of voting shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names)	(4)(c) List names of other companies if 25% or more of voting securities are held (list names & %)
James Acker Jr. Greensboro, Al 36744	Cattle Farmer	Director-Citizens BancShares	Director-The Citizens Bank	None	.17% Citizens BancShares	None	
John C Jay Jr Greensboro, Al 36744	Chairman of Utilities Board City of Greensboro	Director & Chariman Citizens BancShares Inc	Director & Chariman The Citizens Bank	None	5.22% Citizens BancShares	None	None
Donald Wedgworth Greensboro, Al. 36744	Fish Buyer	Director-Citizens BancShares	Director-The Citizens Bank	None	3.11% Citizens BancShares	None	None
Charles W Thomas Greensboro, Al 36744	N/A	Director & Secretary Citizens BancShares Inc.	Director & President The Citizens Bank	None	2.63% Citizens BancShares	None	None
Lisa S Cochran Greensboro, Al. 36744	N/A	Director-Citizens BancShares	Director & Vice President The Citizens Bank	None	.71% Citizens BancShares	None	None
Stephen R Barnette Greensboro, Al. 36744	Business Owner (Furniture)	Director-Citizens BancShares	Director-The Citizens Bank	Owner	.75% Citizens BancShares	None	None
Keith H Glover Greensboro, Al. 36744	Farm Manager/Cattle Farmer	Director-Citizens BancShares	Director-The Citizens Bank	None	2.69% Citizens BancShares	None	None