

KING HERBERT A  
Form SC 13G/A  
February 14, 2002

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 13G

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULES 13D-1 (b), (c) AND (d) AND AMENDMENTS THERETO FILED  
PURSUANT TO RULE 13d-2 (b)  
(AMENDMENT NO. 2) /1/

Citizens Holding Company

(Name of Issuer)

Common Stock, \$.20 Par Value

(Title of Class and Securities)

174715102

(CUSIP Number of Class of Securities)

David P. Webb, Esq., Phelps Dunbar, L.L.P., 200 South Lamar Street, Suite 500  
Jackson, MS 39201; Tel. (601) 352-2300

(Name, Address and Telephone Number of Person Authorized  
to Receive Notices and Communications)

February 14, 2002

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule  
is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

/1/ The remainder of this cover page shall be filled out for a reporting  
person's initial filing on this form with respect to the subject class of the  
securities, and for any subsequent amendment containing information which would  
alter the disclosure provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed  
to be "filed" for the purpose of Section 18 of the Securities Exchange Act of  
1934 ("Act") or otherwise subject to the liabilities of that section of the Act  
but shall be subject to all other provisions of the Act (however, see the  
Notes).

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(1) Names of Reporting Persons  
I.R.S. Identification Nos. of Above Persons (entities only)  
Herbert A. King

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(2) Check the Appropriate Box if a Member of a Group\* (a) [ ]  
(b) [ ]

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(3) SEC Use Only

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(4) Citizenship or Place of Organization  
United States

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: (5) Sole Voting Power  
: 200,008 shares  
:  
:  
: (6) Shared Voting Power  
NUMBER OF SHARES : 166,900 shares  
BENEFICIALLY OWNED BY EACH :  
REPORTING PERSON WITH :  
: (7) Sole Dispositive Power  
: 200,008 shares  
:  
:  
: (8) Shared Dispositive Power  
: 10,912 shares

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(9) Aggregate Amount Beneficially Owned by Each Reporting Person  
366,908 shares

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(10) Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares [ ]

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(11) Percent of Class Represented by Amount in Row (9)  
7.4%

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(12) Type of Reporting Person  
IN

-----  
CUSIP No. 174715102

13G

Page 3 of 5 Pages

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ITEM 1. NAME OF ISSUER:  
  
Citizens Holding Company

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ITEM 1 (b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

521 Main Street; Philadelphia, MS 39350

ITEM 2 (a). NAME OF PERSON FILING:

Herbert A. King

ITEM 2 (b). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:

101 Littlejohn Lane; Starkville, MS 39759

ITEM 2 (c). CITIZENSHIP:

United States

ITEM 2 (d). TITLE OF CLASS OF SECURITIES:

Common Stock, \$.20 Par Value

ITEM 2 (e). CUSIP NUMBER:

174715102

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULES 13D-1(b), OR 13D-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:

- (a)  Broker or dealer registered under Section 15 of the Exchange Act.
- (b)  Bank as defined in Section 3(a)(6) of the Exchange Act.
- (c)  Insurance company as defined in Section 3(a)(19) of the Exchange Act.
- (d)  Investment Company registered under Section 8 of the Investment Company Act.
- (e)  An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E).
- (f)  An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F).

-----  
CUSIP No. 174715102

13G

Page 4 of 5 Pages  
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- (g)  A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G).
- (h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act.
- (i)  A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act.

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(j) [ ] Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

ITEM 4. OWNERSHIP.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned:  
366,908 shares
- (b) Percent of class:  
7.4%
- (c) Number of shares as to which such person has:
  - (i) Sole power to vote or to direct the vote:  
See Item 5 of the Cover Page.
  - (ii) Shared power to vote or to direct the vote:  
See Item 6 of the Cover Page.
  - (iii) Sole power to dispose or to direct the disposition of:  
See Item 7 of the Cover Page.
  - (iv) Shared power to dispose or to direct the disposition of:  
See Item 8 of Cover Page.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [ ].

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

Not Applicable

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CUSIP No. 174715102

13G

Page 5 of 5 Pages  
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ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY.

Not Applicable

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

Not Applicable

ITEM 9. NOTICE OF DISSOLUTION OF GROUP.

Not Applicable

ITEM 10. CERTIFICATIONS.

Not Applicable

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 14, 2002

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(Date)

/s/ Herbert A. King

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Herbert A. King