

Kolander Geoffrey Martin
 Form 4
 January 25, 2019

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 *
 Kolander Geoffrey Martin

(Last) (First) (Middle)
 2900 ESPERANZA CROSSING,
 2ND FL
 (Street)

AUSTIN, TX 78758

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 CITIZENS INC [CIA]

3. Date of Earliest Transaction
 (Month/Day/Year)
 01/23/2019

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___X___ 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) |
|-------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Citizens, Inc. Class A Common Stock | 01/23/2019 | | M | | 134,409 | A | Ⓛ |
| Citizens, Inc. Class A Common Stock | 01/23/2019 | | F | | 38,163 | D | \$ 7.44 |
| | | | | | 134,409 | D | |
| | | | | | 96,246 | D | |

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

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(9-02)

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 Security (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------|-------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number of Shares |
| Restricted Stock Units | (2) | 01/23/2019 | | A | 134,409 | (3) | (3) | Class A Common Stock | 134,409 |
| Restricted Stock Units | (2) | 01/23/2019 | | M | 134,409 | (3) | (3) | Class A Common Stock | 134,409 |
| Restricted Stock Units | (1) | | | | | (4) | (4) | Class A Common Stock | 68,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Kolander Geoffrey Martin
2900 ESPERANZA CROSSING, 2ND FL
AUSTIN, TX 78758

CEO

Signatures

/s/ Geoffrey M.

Kolander

01/25/2019

**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).

(1) Restricted stock units convert into Citizens, Inc. Class A common stock on a one-for-one basis.

(2) Each restricted stock unit represents a contingent right to receive one share of Citizens, Inc. Class A common stock.

(3) Pursuant to the reporting person's employment agreement dated January 23, 2019, the reporting person was granted 134,409 restricted stock units on January 23, 2019 that vest immediately.

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- (4) Vesting is 50% on the first anniversary of the date of the grant (February 15, 2019, and 50% on the second anniversary of the date of the grant (February 15, 2020)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.