

RILEY RAY A
Form 5
February 10, 2006

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
Expires: January 31, 2005
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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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
RILEY RAY A

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
400 EAST ANDERSON LANE
(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Chief Marketing Officer

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

6. Individual or Joint/Group Reporting (check applicable line)

AUSTIN, TX 78752

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(City) (State) (Zip)

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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|--|--|---|
| | | | | (A) or (D) Amount Price | | | |
| Citizens, Inc. Class A Common Stock ⁽¹⁾ | 01/06/2005 | Â | L | 82.3655 A \$ 6.07 | 275,327.3311 | D | Â |
| Citizens, Inc. Class A Common Stock ⁽¹⁾ | 02/03/2005 | Â | L | 87.108 A \$ 5.74 | 279,336.4391 | D | Â |

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| | | | | | | | | | |
|--|------------|---|---|---------|---|------------|--------------|---|---|
| Citizens, Inc. Class A Common Stock ⁽¹⁾ | 03/02/2005 | Â | L | 86.6536 | A | \$ 5.77 | 279,423.0927 | D | Â |
| Citizens, Inc. Class A Common Stock ⁽¹⁾ | 04/13/2005 | Â | L | 86.2069 | A | \$ 5.8 | 279,509.2996 | D | Â |
| Citizens, Inc. Class A Common Stock ⁽¹⁾ | 05/04/2005 | Â | L | 91.7431 | A | \$ 5.45 | 279,601.0427 | D | Â |
| Citizens, Inc. Class A Common Stock ⁽¹⁾ | 06/06/2005 | Â | L | 87.2585 | A | \$ 5.73 | 279,688.3012 | D | Â |
| Citizens, Inc. Class A Common Stock ⁽¹⁾ | 07/13/2005 | Â | L | 75.188 | A | \$ 6.65 | 279,763.4892 | D | Â |
| Citizens, Inc. Class A Common Stock ⁽¹⁾ | 08/10/2005 | Â | L | 70.206 | A | \$ 7.12 | 279,833.6952 | D | Â |
| Citizens, Inc. Class A Common Stock ⁽¹⁾ | 09/06/2005 | Â | L | 69.4444 | A | \$ 7.2 | 279,903.1396 | D | Â |
| Citizens, Inc. Class A Common Stock ⁽¹⁾ | 10/13/2005 | Â | L | 87.108 | A | \$ 5.74 | 279,990.2476 | D | Â |
| Citizens, Inc. Class A Common Stock ⁽¹⁾ | 11/08/2005 | Â | L | 82.3669 | A | \$ 6.07 | 280,072.6145 | D | Â |
| | 12/12/2005 | Â | L | 83.2071 | A | \$ 6 | 280,155.8216 | D | Â |

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| | | | | | | | | | | |
|--|------------|---|---|--------|---|------------|--------------|---|---|---|
| Citizens, Inc. Class A Common Stock <u>(1)</u> | | | | | | | | | | |
| Citizens, Inc. Class A Common Stock <u>(2)</u> | 12/31/2005 | Â | J | 19,562 | A | \$ 5.45 | 299,717.8216 | D | Â | |
| Citizens, Inc. Class A Common Stock <u>(3)</u> | 12/31/2005 | Â | J | 50 | A | \$ 5.45 | 299,767.8216 | D | Â | |
| Citizens, Inc. Class A Common Stock <u>(2)</u> | 12/31/2005 | Â | J | 5,615 | A | \$ 5.45 | 111,519 | I | | Custodian for Child - Lee Riley |
| Citizens, Inc. Class A Common Stock <u>(3)</u> | 12/31/2005 | Â | J | 756 | A | \$ 5.45 | 112,275 | I | | Custodian for Child - Lee Riley |
| Citizens, Inc. Class A Common Stock <u>(4)</u> | 12/31/2005 | Â | J | 1,043 | A | \$ 5.45 | 113,318 | I | | Custodian for Child - Lee Riley |
| Citizens, Inc. Class A Common Stock <u>(5)</u> | 01/10/2005 | Â | G | 3,200 | A | \$ 5.7 | 22,632 | I | | Joint Tenant with Spouse - Jenny Riley |
| Citizens, Inc. Class A Common Stock <u>(5)</u> | 01/11/2005 | Â | G | 600 | A | \$ 5.72 | 23,232 | I | | Joint Tenant with Spouse - Jenny Riley |
| Citizens, Inc. Class A Common Stock <u>(2)</u> | 12/31/2005 | Â | J | 501 | A | \$ 5.45 | 21,655 | I | | Joint Tenant with Spouse - Jenny Riley |
| | 12/31/2005 | Â | J | 1,125 | A | | 22,780 | I | | |

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| | | | | | | | | | | |
|--|------------|---|---|-------|---|------------|--------|---|--|--|
| Citizens, Inc. Class A Common Stock ⁽³⁾ | | | | | | \$ 5.45 | | | | Joint Tenant with Spouse - Jenny Riley |
| Citizens, Inc. Class A Common Stock ⁽⁴⁾ | 12/31/2005 | Â | J | 274 | A | \$ 5.45 | 23,054 | I | | Joint Tenant with Spouse - Jenny Riley |
| Citizens, Inc. Class A Common Stock ⁽²⁾ | 12/31/2005 | Â | J | 2,977 | A | \$ 5.45 | 71,188 | I | | Custodian for Child - Christopher Riley |
| Citizens, Inc. Class A Common Stock ⁽³⁾ | 12/31/2005 | Â | J | 756 | A | \$ 5.45 | 71,944 | I | | Custodian for Child - Christopher Riley |
| Citizens, Inc. Class A Common Stock ⁽⁴⁾ | 12/31/2005 | Â | J | 1,043 | A | \$ 5.45 | 72,987 | I | | Custodian for Child - Christopher Riley |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 2270
(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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. of D Se B O E Is Fi (I |
|---|--|---|---|--------------------------------------|--|--|---|---|---|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | (A) | (D) | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| RILEY RAY A 400 EAST ANDERSON LANE AUSTIN, TX 78752 | Â | Â | Â Chief Marketing Officer | Â |

Signatures

/s/Ray A. Riley 02/10/2006

__Signature of Date
Reporting Person

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) These shares were purchased through the Employee Stock Purchase Plan as part of regular monthly payroll deduction.
- (2) Stock Dividend paid 12/31/2005 on Mellon Account
- (3) Stock Dividend Paid 12/31/05 on Bank of America Account
- (4) Stock Dividend Paid 12/31/05 on Morgan Keegan Account
- (5) These shares were gifted from Marjorie D. Riley to Morgan Keegan Account

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Remarks:

These balances reflect corrections to previously reported balances.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.