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FR Y-6
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Approval expires December 31, 2015
Page 1 of 2

Board of Governors of the Federal Reserve System

MAR 31 2014



Annual Report of Holding Companies — FR Y-6
FRB RICHMOND

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, 2013

Month / Day / Year

I, W.T. Weber, Jr.

Reporter's Name, Street, and Mailing Address

Citizens Bancshares, Inc.

Name of the Holding Company Director and Official

Legal Title of Holding Company

Chairman & President

201 Main Avenue/P.O. Box 310

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.

Weston WV 26452
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:

Martin J. Riley CFO

Name Title

304 517 1042

Area Code / Phone Number / Extension

3042696749

Area Code / FAX Number

mriley@citizensbankweston.com

E-mail Address

None

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

Signature of Holding Company Director and Official

03/27/2014

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 1133969
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

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.25 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to: Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, N.W., Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.

Form FR Y-6

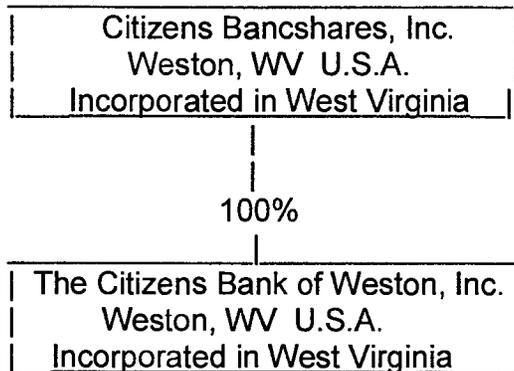
Citizens Bancshares, Inc.
Weston, West Virginia
Fiscal Year Ending December 31, 2013

Report Item

1: The bank holding company prepares an annual report for its stockholders. Three copies are enclosed.

2: Organization Chart

2a:



2b: Submitted via email on March 25, 2014.

REPORT ITEM 3: Securities holders

(1)(a)(b)(c) Information pertaining to stockholders of record that directly or indirectly own, control, or hold with power to vote 5 percent or more of any class of voting securities of the bank holding company shown on page 2 of the proxy statement for the annual shareholders meeting to be held April 19, 2014. Please note that JPMorgan Chase Bank, N.A. is incorporated in USA and all three members of the Advisory Committee that votes the stock are citizens of the USA. The proxy statement is submitted herewith and is incorporated herein by reference.

(2)(a)(b)(c) None

Form FR Y-6

Citizens Bancshares, Inc.
Fiscal Year Ending December 31, 2013

Report Item 4: Insiders

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

(1) Name, 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 Subsidiary Citizens Bank	(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 Subsidiary Citizens Bank	(4)(c) Names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
Gene H. Edwards, Jr. Weston, WV USA	Retired	Director & Vice-Chairman & Secretary	Director & Vice-Chairman & Secretary	N/A	1.76%*	N/A**	N/A
W. T. Weber, Jr. Weston, WV USA	Attorney	Director & Chairman & President	Director & Chairman	Attorney Weber & Weber Weston, WV USA	2.65%*	N/A**	Black Dog, LLC (50%) Weber & Weber a proprietorship (100%)
W. T. Weber, III Weston, WV USA	Attorney	Director	Director	Attorney Weber & Weber Weston, WV USA	0.09%	N/A**	Black Dog, LLC (50%)
George E. Whelan Weston, WV USA	Public Relations	Director & Treasurer	Director	Director of Public Information for the Robert C. Byrd Institute for Advanced Flexible Manufacturing	0.00%*	N/A**	N/A
Denzil J. White Jane Lew, WV USA	Retired	Director	Director	N/A	0.64%	N/A**	N/A

* Does not include 702,800 shares owned by JPMorgan Chase Bank, N.A. as successor Trustee of Bank One, West Virginia, N.A., as successor Trustee of the Charleston National Bank as Trustee of the Estate of T. A. Whelan, deceased, and voted by Gene H. Edwards, Jr., W. T. Weber, Jr. and George E. Whelan.

**The subsidiary is owned 100% by Holding Company.

1133969

639633

Results: A list of branches for your depository institution: CITIZENS BANK OF WESTON, INC., THE (ID_RSSD: 639633).
This depository institution is held by CITIZENS BANCSHARES, INC. (1133969) of WESTON, WV.
The data are as of 12/31/2013. Data reflects information that was received and processed through 01/07/2014.

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)	639633	CITIZENS BANK OF WESTON, INC., THE	201 MAIN AVENUE	WESTON	WV	26452	LEWIS	UNITED STATES	13473	0	CITIZENS BANK OF WESTON, INC., THE	639633	
OK		Full Service	1400438	JANE LEW BRANCH	47 INDUSTRIAL PARK ROAD	JANE LEW	WV	26378	LEWIS	UNITED STATES	249207	1	CITIZENS BANK OF WESTON, INC., THE	639633	