

CITIZENS COMMUNICATIONS CO
 Form 4
 December 08, 2004

FORM 4

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

OMB APPROVAL

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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).

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 *
 ARMOUR DONALD B

2. Issuer Name and Ticker or Trading Symbol
 CITIZENS COMMUNICATIONS CO [CZN]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 3 HIGH RIDGE PARK
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 12/07/2004

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Sr. VP, Finance and Treasurer

STAMFORD, CT 06905

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 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		
Common Stock	12/07/2004		M		1,500 A \$ 8.19	54,552.71	D
Common Stock	12/07/2004		S		1,500 D \$ 14.56	53,052.71	D
Common Stock	12/07/2004		M		200 A \$ 8.19	53,252.71	D
Common Stock	12/07/2004		S		200 D \$ 14.53	53,052.71	D
Common Stock	12/07/2004		M		1,500 A \$ 8.19	54,552.71	D

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Common Stock	12/07/2004	S	1,500	D	\$ 14.5	53,052.71	D
Common Stock	12/07/2004	M	2,975	A	\$ 8.19	56,027.71	D
Common Stock	12/07/2004	S	2,975	D	\$ 14.45	53,052.71	D
Common Stock	12/07/2004	M	2,548	A	\$ 8.19	55,600.71	D
Common Stock						545.94	I 401(k)

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.

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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 (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. Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 8.19	12/07/2004		M	1,500	<u>(1)</u> 05/15/2012	Common Stock	1,500
Employee Stock Option (Right to Buy)	\$ 8.19	12/07/2004		M	200	<u>(1)</u> 05/15/2012	Common Stock	200
Employee Stock Option (Right to Buy)	\$ 8.19	12/07/2004		M	1,500	<u>(1)</u> 05/15/2012	Common Stock	1,500

Employee Stock Option (Right to Buy)	\$ 8.19	12/07/2004	M	2,975	(1)	05/15/2012	Common Stock	2,975
Employee Stock Option (Right to Buy)	\$ 8.19	12/07/2004	M	2,548	(1)	05/15/2012	Common Stock	2,548

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ARMOUR DONALD B 3 HIGH RIDGE PARK STAMFORD, CT 06905			Sr. VP, Finance and Treasurer	

Signatures

By: By L. Russell Mitten Under
Power-of-Attorney

12/08/2004

__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) Shares vest in four equal installments beginning on the first anniversary of the grant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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