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CITIZENS COMMUNICATIONS CO

Form 4

November 26, 2002

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, D.C. 20549
 FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

() Check this box if no longer subject to Section 16.
 Form 4 or Form 5 obligations may continue. See Instructions 1(b).

1. Name and Address of Reporting Person
 L. Russell Mitten
 Three High Ridge Park
 CT, Stamford 06905
2. Issuer Name and Ticker or Trading Symbol
 Citizens Communications Company (CZN)
3. IRS or Social Security Number of Reporting Person (Voluntary)
4. Statement for Month/Year
 11/22/2002
5. If Amendment, Date of Original (Month/Year)
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
 () Director () 10% Owner (X) Officer (give title below) () Other
 (specify below)
 Vice President, General Counsel and Secretary
7. 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 | 2. Transaction Date | 3. Code | 4. Securities Acquired (A) or Disposed of (D) Amount | 5. Amount of Securities Beneficially Owned at End of Month |
|----------------------|---------------------|---------|--|--|
| | | | | |

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Derivative Security | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date | 4. Code | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) Amount | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities | 8. Put or Call |
|--------------------------------------|--|---------------------|---------|---|--|--|----------------|
| Employee Stock Option (Right to Buy) | 10.9490 | 11/22/2001 | D | 21824 | 11/30/1993 - 11/30/2002 | Common Stock | 21824 |
| Employee Stock Option | 10.949 | 11/22/2001 | A | 21824 | 11/22/2001 - 12/16/2002 | Common Stock | 21824 |

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| | | | | | | | |
|----------------|--|---------|--|--|-------------|--|--|
| (Right to Buy) | | / 200 1 | | | /2002 /2002 | | |
| | | 2 | | | 3 | | |
| ----- | | | | | | | |
| | | | | | | | |

Explanation of Responses:

1. Extension of option exercise date.
2. Shares vest in five equal annual installments beginning on the first anniversary of the grant.
3. Or earlier in certain events.