

CITIZENS COMMUNICATIONS CO  
 Form 4  
 September 02, 2005

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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 \*  
 CASEY JOHN H III

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)  
 08/31/2005

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Executive Vice President

STAMFORD, CT 06905  
 (City) (State) (Zip)

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

**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 or Price		
Common Stock	08/31/2005		M		58,150 A \$ 9.8	D	571,669.24
Common Stock	08/31/2005		M		1,968 A \$ 11.15	D	573,637.24
Common Stock	08/31/2005		M		26,168 A \$ 8.19	D	599,805.24
Common Stock	08/31/2005		S		70,500 D \$ 13.65	D	529,305.24
Common Stock	09/01/2005		M		70,719 A \$ 11.15	D	600,024.24

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Common Stock	09/01/2005	M	58,150	A	\$ 11.79	658,174.24	D
Common Stock	09/01/2005	S	101,894	D	\$ 13.65	556,280.24	D
Common Stock	09/01/2005	S	15,000	D	\$ 13.66	541,280.24	D
Common Stock	09/01/2005	S	11	D	\$ 13.74	541,269.24	D

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

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SEC 1474  
(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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 9.8	08/31/2005		M	58,150	<u>(1)</u> 10/31/2009	Common Stock 58,150
Employee Stock Option (Right to Buy)	\$ 11.15	08/31/2005		M	1,968	<u>(2)</u> 10/17/2010	Common Stock 1,968
Employee Stock Option (Right to Buy)	\$ 8.19	08/31/2005		M	26,168	<u>(3)</u> 05/15/2012	Common Stock 26,168
Employee Stock Option	\$ 11.15	09/01/2005		M	70,719	<u>(2)</u> 10/17/2010	Common Stock 70,719

(Right to Buy)

Employee

Stock

Option	\$ 11.79	09/01/2005		M	58,150	<u>(4)</u>	05/16/2011	Common Stock	58,150
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CASEY JOHN H III 3 HIGH RIDGE PARK STAMFORD, CT 06905			Executive Vice President	

## Signatures

By: By Hilary E. Glassman Under  
Power-of-Attorney

09/02/2005

\_\_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 vested in three equal annual installments beginning on 11/01/2000.
- (2) Shares vested in three equal annual installments beginning on 10/18/2001.
- (3) Shares vest in four equal annual installments beginning on 05/16/2003.
- (4) Shares vested in four equal annual installments beginning on 05/17/2002.

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.