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CITIZENS COMMUNICATIONS CO

Form 8-A12B/A

January 21, 2003

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-A/A

(AMENDMENT NO. 1)

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934

CITIZENS COMMUNICATIONS COMPANY
(Exact name of registrant as specified in its charter)

DELAWARE
(State of Incorporation or organization)

06-0619596
(I.R.S. Employer
Identification No.)

3 High Ridge Park, Stamford, Connecticut
(Address of principal executive offices)

06905
(zip code)

If this form relates to the registration
of a class of securities pursuant to
Section 12(b) of the Exchange Act and
is effective pursuant to General
Instruction A.(c), check the following
box. (X)

If this form relates to the
registration of a class of securities
pursuant to Section 12(g) of the
Exchange Act and is effective pursuant
to General Instruction A.(d), check
the following box. ()

Securities Act registration statement file number to which this form
relates: N/A

(If applicable)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of Each Class
to be so Registered

Name of Each Exchange on Which
Each Class is to be Registered

Preferred Stock Purchase Rights

New York Stock Exchange

Securities to be registered pursuant to Section 12(g) of the Act: None

This Form 8-A/A amends and supplements the Form 8-A filed by
Citizens Communications Company, a Delaware corporation (the "Company"), with
the Securities and Exchange Commission on March 22, 2002, with respect to the
Preferred Stock Purchase Rights (the "Original Form 8-A"). Capitalized terms
used without definition herein shall have the meaning set forth in the
Original Form 8-A.

Item 1: Description of Registrant's Securities to be Registered

On January 16, 2003, Citizens Communications Company (the

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"Company") and Mellon Investors Services, as Rights Agent, entered into Amendment No. 1 to the Rights Agreement, dated as of January 16, 2003 (the "Rights Agreement Amendment"), which amended the Rights Agreement, dated as of March 6, 2002 (as amended the "Rights Agreement"), between the Company and the Rights Agent, (i) to increase from 15% to 20% the ownership percentage of the Company's common stock that any institutional investor who has reported its beneficial ownership of shares of the Company's common stock on Schedule 13G under the Securities Exchange Act of 1934 may own without becoming an "Acquiring Person" and thereby triggering the rights plan and (ii) to increase from 20% to 22.5% the percentage of the Company's common stock that an institutional Schedule 13G filer may inadvertently beneficially own without triggering the rights plan. Pursuant to the Rights Agreement Amendment, if such an institutional 13G filer subsequently files a Schedule 13D, such institutional investor would have 20 business days to reduce its ownership percentage to below 15%. The Rights Agreement Amendment is attached hereto as an exhibit and is hereby incorporated by reference. The forgoing description of the Rights Agreement Amendment does not purport to be complete and is qualified in its entirety by reference to the Rights Agreement Amendment.

Item 2: Exhibits

Item 2 of the Original Form 8-A is amended as follows:

Exhibit No.	Exhibit
1.1	Amendment No. 1 to Rights Agreement, dated as of January 16, 2003, between Citizens Communications Company and Mellon Investor Services LLC, as Rights Agent.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Act of 1934, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereto duly authorized.

Date: January 16, 2003

CITIZENS COMMUNICATIONS COMPANY

By: /s/ L. Russell Mitten

Name: L. Russell Mitten

Title: Secretary

EXHIBIT INDEX

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