

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	
Common Stock	08/31/2005		M		1,968 A \$ 11.15	D	
Common Stock	08/31/2005		M		26,168 A \$ 8.19	D	
Common Stock	08/31/2005		S		70,500 D \$ 13.65	D	
Common Stock	09/01/2005		M		70,719 A \$ 11.15	D	

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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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(Right to Buy)

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
<small>**Signature of Reporting Person</small>	<small>Date</small>

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.