ELLIS JUDITH A
Form 4
March 29, 2010

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
ELLIS JUDITH A

(Last) (First) (Middle)

C/O CITADEL BROADCASTING CORPORATION, 7201 W. LAKE MEAD BLVD., SUITE 400

(Street)

LAS VEGAS, NV 89128

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
CITADEL BROADCASTING CORP [CTDB]

3. Date of Earliest Transaction (Month/Day/Year)
03/25/2010

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Chief Operating Officer

6. 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 (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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/25/2010		J(1)		33,333 (2)	D	$ 0	257,535 (3)	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)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ELLIS JUDITH A C/O CITADEL BROADCASTING CORPORATION 7201 W. LAKE MEAD BLVD., SUITE 400 LAS VEGAS, NV 89128			Chief Operating Officer	

Signatures

/s/ Judith A. Ellis	03/29/2010
**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) Ms. Ellis has elected to voluntarily forfeit the 33,333 performance based shares that were to vest March 22, 2010, subject to the satisfaction of certain performance objectives and in each case subject to Ms. Ellis' continuous service with the Company through the applicable vesting date.

(2) Forfeited shares.

(3) Includes (1) approximately 1,637 shares of Common Stock held in the Citadel Broadcasting Company 401(k) Retirement Savings Plan, as of March 22,2010 (2) 83,333 performance based shares that vest in two portions annually, on the anniversary date of the grant, with the first half vesting as of June 27, 2010, subject to the satisfaction of certain performance objectives as well as Ms. Ellis' continuous service with the Citadel Broadcasting Corporation (the "Company") through the applicable vesting date.

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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