

CITIZENS COMMUNICATIONS CO

Form 4

September 02, 2005

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

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

OMB APPROVAL

OMB
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(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)

STAMFORD, CT 06905

3. Date of Earliest Transaction
(Month/Day/Year)
08/31/2005

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

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

Executive Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(City) (State) (Zip)

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

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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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(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

(4)

05/16/2011

Common
Stock

58,150

(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

__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.

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