

FREEDLINE ROBERT G
 Form 3
 June 05, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>Â FREEDLINE ROBERT G</p> <p>(Last) (First) (Middle)</p> <p>C/O CITADEL BROADCASTING CORPORATION,Â 7201 W. LAKE MEAD BLVD</p> <p>(Street)</p> <p>LAS VEGAS,Â NVÂ 89128</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>05/26/2006</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>CITADEL BROADCASTING CORP [CDL]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>Chief Financial Officer</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	100,000 ⁽¹⁾	D	Â

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)
Stock Option (Right to Buy)	Â (2)	05/25/2016	Common Stock	150,000	\$ 9.79	D Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FREEDLINE ROBERT G C/O CITADEL BROADCASTING CORPORATION 7201 W. LAKE MEAD BLVD LAS VEGAS, NV 89128	Â	Â	Â Chief Financial Officer	Â

Signatures

/s/ Robert G.
Freedline

06/02/2006

Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) Consists of shares of restricted stock which shall vest in one-third installments annually, beginning on May 25, 2007, subject to terms and conditions that do not differ materially from the Issuer's Form of Restricted Stock Grant for grants made under the Issuer's Amended and Restated 2002 Long-Term Incentive Plan.

(2) Options become exercisable to the extent they have vested. Options vest with respect to the shares of Common Stock annually in three equal installments commencing on May 25, 2007, subject to terms and conditions that do not differ materially from the Issuer's Form of Stock Option Agreement for grants made under the Issuer's Amended and Restated 2002 Long-Term Incentive Plan.

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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