

SMITH WAYNE T  
Form 4  
March 05, 2008

**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  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
SMITH WAYNE T

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/03/2008

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

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

(Street)

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

LAS VEGAS, NV 89128

(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)
Common Stock	03/03/2008		P	(A) or (D) Amount (1) 484,809 Price \$ 1.2532	484,809 (1)	I	By Spouse
Common Stock	03/04/2008		P	(A) or (D) Amount (1) 472,453 Price \$ 1.3961	957,262 (1)	I	By Spouse
Common Stock	03/05/2008		P	(A) or (D) Amount (1) 42,738 Price \$ 1.4937	1,000,000 (1)	I	By Spouse
Common Stock					75,000 (2)	D	

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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 Own Follo Repor 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

SMITH WAYNE T  
C/O CITADEL BROADCASTING CORPORATION  
7201 W. LAKE MEAD BLVD, SUITE 400  
LAS VEGAS, NV 89128

X

## Signatures

/s/ Wayne T.  
Smith

03/05/2008

\_\_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).

- Purchase by reporting person's spouse. The reporting person disclaims beneficial ownership of the shares held by his spouse, and this
- (1) report should not be deemed an admission that the reporting person is the beneficial owner of his spouse's shares for purposes of Section 16 or for any other purpose.
- (2) Consists of 6,666 shares of restricted stock which shall vest in one-half installments annually on each of the next two Annual Meetings of Stockholders beginning at the 2008 Annual Meeting, 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. The reporting person beneficially owned these 75,000 shares prior to 3/3/08, and the transactions of 3/3/08, 3/4/08 and 3/5/08 described in this Form 4

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did not impact the ownership of these 75,000 shares.

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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