#### **ELLIS JUDITH A** Form 4

April 01, 2009

# FORM 4

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

Check this box subject to

if no longer

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 \* **ELLIS JUDITH A** 

(Last) (First) (Middle)

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

(Street)

2. Issuer Name and Ticker or Trading

Symbol

CITADEL BROADCASTING CORP [CDL]

3. Date of Earliest Transaction

4. If Amendment, Date Original

(Month/Day/Year)

Filed(Month/Day/Year)

03/31/2009

**OMB APPROVAL** 

**OMB** Number:

3235-0287

Expires:

January 31, 2005

Estimated average burden hours per

response...

0.5

5. Relationship of Reporting Person(s) to

Issuer

below)

(Check all applicable)

10% Owner Director X\_ Officer (give title Other (specify

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

LAS VEGAS, NV 89128

Common

Stock

(City) (State) (Zip)

03/31/2009

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

(Month/Day/Year)

3. 4. Securities Acquired Transaction(A) or Disposed of (D) (Instr. 3, 4 and 5) Code (Instr. 8)

5. Amount of

Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

(A) Transaction(s) (Instr. 3 and 4)

Code V (D) Price Amount 12,600 F D 332,535 <sup>(2)</sup> D (1) 0.08

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration D	ate	Amour	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. :	3 and 4)		Owne
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration		or		
						Exercisable	Date				
				~					of		
				Code V	(A) (D)				Shares		

### **Reporting Owners**

Reporting Owner Name / Address	Relationships						
<b></b>	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

\*\*Signature of Reporting Person

O4/01/2009

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) Settlement of tax witholding obligations.

Includes (1) approximately 1,637 shares of Common Stock held in the Citadel Broadcasting Company 401(k) Retirement Savings Plan, as of March 27, 2009, (2) 33,333 shares of performance based restricted shares that will vest on 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

of certain performance objectives and in each case subject to Ms. Ellis continuous service with the Company through the applicable vesting date and (3) 125,000 performance based shares that vest in three portions annually, on the anniversary date of the grant, with the first third vesting as of June 27, 2009, 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. 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.

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