

MCCARTHY DANIEL J  
Form 4  
December 02, 2004

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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).

**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 \*  
MCCARTHY DANIEL J

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)

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/30/2004

\_\_\_\_ Director  
 Officer (give title below) Sr. Vice President  
\_\_\_\_ 10% Owner  
\_\_\_\_ Other (specify below)

STAMFORD, CT 06905

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

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D) Code V Amount Price                                    |   |  |                                   |
| Common Stock                    | 11/30/2004                           |  | M                              | 8,900 A \$ 11.15  | 111,439   | D  |                                   |
| Common Stock                    | 11/30/2004                           |  | S                              | 8,900 D \$ 14.4   | 102,539   | D  |                                   |
| Common Stock                    | 11/30/2004                           |  | A                              | 1,589 A \$ 11.15  | 104,128   | D  |                                   |
| Common Stock                    |                                      |  |                                |   | 7,431.2   | I  | 401(k)                            |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 (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) |                            |
|--|--|--------------------------------------|--|--------------------------------|--|--|-----------------|---|----------------------------|
|  |  |                                      |  |                                |  | Date Exercisable   | Expiration Date | Title   | Amount or Number of Shares |
|  |  |                                      |  | Code                           | V  | (A)  | (D)             |   |                            |
| Employee Stock Option (Right to Buy)       | \$ 11.15   | 11/30/2004                           |  | M                              | 8,900  | <u>(1)</u>   | 10/17/2010      | Common Stock  | 8,900                      |
| Employee Stock Option (Right to Buy)       | \$ 11.15   | 11/30/2004                           |  | M                              | 1,589  | <u>(1)</u>   | 10/17/2010      | Common Stock  | 1,589                      |

## Reporting Owners

| Reporting Owner Name / Address                               | Relationships |           |                    |       |
|--|---------------|-----------|--------------------|-------|
|  | Director      | 10% Owner | Officer            | Other |
| MCCARTHY DANIEL J<br>3 HIGH RIDGE PARK<br>STAMFORD, CT 06905 |               |           | Sr. Vice President |       |

## Signatures

By: By L. Russell Mitten Under Power-of-Attorney

11/30/2004

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 vest in three equal annual installments beginning on the first anniversary of the grant.

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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