CITIZENS COMMUNICATIONS CO

Form 4

December 06, 2004

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005 Estimated average

0.5

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

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

burden hours per response...

See Instruction

30(h) of the Investment Company Act of 1940

1(b).

Common

Common

Stock

Stock

12/03/2004

12/03/2004

(Print or Type Responses)

HARRIS MICHAEL G Syml CIT			Symbol CITIZE	. Issuer Name and Ticker or Trading mbol TIZENS COMMUNICATIONS O [CZN]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) 3 HIGH RII	(First) DGE PARK	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 12/03/2004					Director 10% Owner Officer (give titleX Other (specify below) Former Senior Vice President				
STAMFOR	(Street) D, CT 06905		4. If Amendment, Date Original Filed(Month/Day/Year)					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)	Tabl	le I - Non-	-D	erivative S	Securi	ities Acq	uired, Disposed of	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)	Execution any	med on Date, if Day/Year)	3. Transact Code (Instr. 8)		4. Securitin(A) or Dis (Instr. 3, 4)	sposed	of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	12/03/2004			Code V	V	Amount 16,490	(D)	Price \$ 11.79	(Instr. 3 and 4) 168,095	D		
Common Stock	12/03/2004			S		16,490	D	\$ 14.49	151,605	D		

18,400 A

18,400 D

170,005

151,605

D

D

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

M

S

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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. Transactic Code (Instr. 8)	5. Number of orDerivative 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)	\$ 11.79	12/03/2004		M	16,490	<u>(1)</u>	05/16/2011	Common Stock	16,490
Employee Stock Option (Right to Buy)	\$ 11.79	12/03/2004		M	18,400	<u>(1)</u>	05/16/2011	Common Stock	18,400

Reporting Owners

Reporting Owner Name / Address	Relationships
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Director 10% Owner Officer Other

HARRIS MICHAEL G 3 HIGH RIDGE PARK STAMFORD, CT 06905

Former Senior Vice President

Signatures

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

12/06/2004

**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 four equal 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.

Reporting Owners 2

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