CITIZENS COMMUNICATIONS CO

Form 4

December 08, 2004

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

January 31, 2005

0.5

Estimated average

OMB APPROVAL

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subject to Section 16. Form 4 or Form 5 obligations

if no longer

Check this box

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

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

may continue.

See Instruction

ARMOUR DONALD B Sys			Symbol	•					Issuer			
				TIZENS COMMUNICATIONS) [CZN]					(Check all applicable)			
(Last)	(First) ((Middle) 3. Date of E (Month/Day				Earliest Transaction				Director 10% OwnerX_ Officer (give title Other (specify		
3 HIGH RII	OGE PARK		12/07/20	2/07/2004					below) below) Sr. VP, Finance and Treasurer			
	(Street)		4. If Amer			Original	l		6. Individual or Joint/Group Filing(Check			
			Filed(Mon	ith/Day/Yea	ır)				Applicable Line) _X_ Form filed by One Reporting Person			
STAMFOR	D, CT 06905								Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table	e I - Non-	Deriv	vative S	Secur	ities Acqu	uired, Disposed of, or Beneficially Owned			
1.Title of Security (Instr. 3)		2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)			3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or				Owned Indirect (I) Ov			
Common				Code V	' An	mount	(D)	Price	(Ilistr. 5 and 4)			
Stock	12/07/2004			M	1,5	500	A	\$ 8.19	54,552.71	D		
Common Stock	12/07/2004			S	1,5	500	D	\$ 14.56	53,052.71	D		
Common Stock	12/07/2004			M	20	00	A	\$ 8.19	53,252.71	D		
Common Stock	12/07/2004			S	20	00	D	\$ 14.53	53,052.71	D		
Common Stock	12/07/2004			M	1,5	500	A	\$ 8.19	54,552.71	D		

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Common Stock	12/07/2004	S	1,500	D	\$ 14.5	53,052.71	D	
Common Stock	12/07/2004	M	2,975	A	\$ 8.19	56,027.71	D	
Common Stock	12/07/2004	S	2,975	D	\$ 14.45	53,052.71	D	
Common Stock	12/07/2004	M	2,548	A	\$ 8.19	55,600.71	D	
Common Stock						545.94	I	401(k)

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)	Code Securities		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)	\$ 8.19	12/07/2004		M		1,500	<u>(1)</u>	05/15/2012	Common Stock	1,500
Employee Stock Option (Right to Buy)	\$ 8.19	12/07/2004		M		200	<u>(1)</u>	05/15/2012	Common Stock	200
Employee Stock Option (Right to Buy)	\$ 8.19	12/07/2004		M		1,500	<u>(1)</u>	05/15/2012	Common Stock	1,500

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Employee Stock Option (Right to Buy)	\$ 8.19	12/07/2004	M	2,975	<u>(1)</u>	05/15/2012	Common Stock	2,975
Employee Stock Option (Right to Buy)	\$ 8.19	12/07/2004	M	2,548	<u>(1)</u>	05/15/2012	Common Stock	2,548

Reporting Owners

Reporting Owner Name / Address	Relationships							
- 0	Director	10% Owner	Officer	Other				
ARMOUR DONALD B			Sr. VP,					
3 HIGH RIDGE PARK			Finance and					
STAMFORD, CT 06905			Treasurer					

Signatures

By: By L. Russell Mitten Under
Power-of-Attorney
12/08/2004

**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. 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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