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Form 4

January 09, 2003

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

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

(X) Check this box if no longer subject to Section 16.

Form 4 or Form 5 obligations may continue. See Instructions 1(b).

1. Name and Address of Reporting Person

Brigid M. Smith
Three High Ridge Park
CT, Stamford 06905

2. Issuer Name and Ticker or Trading Symbol

Citizens Communications Company (CZN)

3. IRS or Social Security Number of Reporting Person (Voluntary)

4. Statement for Month/Year

1/7/2003

5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person(s) to Issuer (Check all applicable)

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

Assistant Vice President

7. Individual or Joint/Group Filing (Check Applicable Line)

(X) Form filed by One Reporting Person

() Form filed by More than One Reporting Person

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

1. Title of Security	2. Transaction Date	3. Code	4. Securities Acquired (A) or Disposed of (D) Amount	5. Amount of Securities Beneficially Owned at End of Month
Common Stock	1/7/2003	M	19974	A 7.75
Common Stock	1/7/2003	S	1500	D 11.37
Common Stock	1/7/2003	S	1000	D 11.36
Common Stock	1/7/2003	S	3000	D 11.33
Common Stock	1/7/2003	S	1000	D 11.31
Common Stock	1/7/2003	S	1000	D 11.26
Common Stock	1/7/2003	S	874	D 11.21

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Common Stock	1/7/ 2 S		100	D	11.20		
	003						

Common Stock	1/7/ 2 S		1500	D	11.25	1773.8003	
	003						

Table II -- Derivative Securitites Acquired, Disposed of, or Beneficially Owned

1.Title of Derivative Security	2.Con- version or Exer cise Price of Deriva- tive Secu- rity	3. Transaction	4. 	5.Number of De rivative Secu rities Acqui red(A) or Dis posed of(D)	6.Date Exer cisable and Expiration Date(Month/ Day/Year) Date Expir A/ Exer- ation D cisa- Date ble	7.Title and Amount of Underlying Securities Title and Number of Shares	8.P of vat Sec rit
Employee Stock Option (Right to Buy)	7.75	1/7/ 2003	M 	3058 	D 	1 11/16 /2003	Common Stock 3058
Employee Stock Option (Right to Buy)	7.75	1/7/ 2003	M 	6916 	D 	1 12/13 /2004	Common Stock 6916

Explanation of Responses:

1. Shares vest in five equal annual installments beginning on the first anniversary of the grant.