

STANGER ROBERT A
 Form 4
 January 03, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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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 *
 STANGER ROBERT A

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)
 12/29/2004

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

STAMFORD, CT 06905
 (City) (State) (Zip)

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

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				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)	
			Code	V	Amount	(A) or (D)				Price
Common Stock	12/29/2004		M		15,970	A	\$ 8.44	35,534	D	
Common Stock	12/29/2004		M		17,319	A	\$ 7.79	52,853	D	
Common Stock	12/29/2004		M		19,080	A	\$ 7.08	71,933	D	
Common Stock	12/29/2004		M		20,917	A	\$ 6.46	92,850	D	
Common Stock	12/29/2004		S		21,400	D	\$ 13.86	71,450	D	

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Common Stock	12/29/2004	S	9,100	D	\$ 13.87	62,350	D
Common Stock	12/29/2004	S	11,600	D	\$ 13.88	50,750	D
Common Stock	12/29/2004	S	9,700	D	\$ 13.9	41,050	D

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)	4. Transaction Code (Instr. 8)	5. Number of Derivative 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
Director Stock Option (Right to Buy)	\$ 8.44	12/29/2004		M	15,970	01/01/1997 01/01/2006	Common Stock 15,970
Director Stock Option (Right to Buy)	\$ 7.79	12/29/2004		M	17,319	01/01/1998 01/01/2007	Common Stock 17,319
Director Stock Option (Right to Buy)	\$ 7.08	12/29/2004		M	19,080	01/01/1999 01/01/2008	Common Stock 19,080
Director Stock Option (Right to Buy)	\$ 6.46	12/29/2004		M	20,917	01/01/2000 01/01/2009	Common Stock 20,917

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STANGER ROBERT A 3 HIGH RIDGE PARK STAMFORD, CT 06905		X		

Signatures

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

12/30/2004

__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).

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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