

HEINE ANDREW N
Form 4
January 13, 2005

FORM 4

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

OMB APPROVAL

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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 *
HEINE ANDREW N

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

3. Date of Earliest Transaction (Month/Day/Year)
01/11/2005

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

(Street)
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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Common Stock | 01/11/2005 | | M | | 104,671.17 | A | \$ 0 313,340.5 D |
| Common Stock | 01/11/2005 | | D | | 104,671.17 | D | \$ 13.82 208,669.33 D |
| Common Stock | 01/11/2005 | | M | | 23,140.38 | A | \$ 0 23,140.38 I Trust |
| Common Stock | 01/11/2005 | | D | | 23,140.38 | D | \$ 13.82 0 I Trust |

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

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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 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 of Number of Shares |
| Phantom Stock Units | (1) | 01/11/2005 | | M | 104,671.17 | (2) | (2) | Common Stock | 104,671 |
| Phantom Stock Units | (1) | 01/11/2005 | | M | 23,140.38 | (2) | (2) | Common Stock | 23,140 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| HEINE ANDREW N 3 HIGH RIDGE PARK STAMFORD, CT 06905 | | | X | |

Signatures

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

01/13/2005

**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) The Phantom Stock Units convert one for one share of common stock, or cash equivalent, upon the Reporting Person's retirement.
- (2) The Phantom Stock Units convert one for one share of common stock, or cash equivalent, upon the Reporting Person's retirement. Reporting Person retired 01/01/2005; payment of Phantom Stock Units on 01/11/2005.

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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