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CITIZENS COMMUNICATIONS CO

Form 4

December 23, 2002

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, D.C. 20549
 FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

() 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
 John H., III Casey
 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
 12/20/2002
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)
 Executive 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. Date | 3. Code | 4. Securities Acquired (A) or Disposed of (D) | | 5. Amount of Securities Beneficially Owned at End of Month |
|----------------------|------------|---------|--|--------|--|
| | | | Amount | Price | |
| Common Stock | 12/20/2002 | S | 4000 | D 9.68 | |
| Common Stock | 12/20/2002 | S | 4000 | D 9.74 | |
| Common Stock | 12/20/2002 | S | 2000 | D 9.90 | |
| Common Stock | 12/20/2002 | S | 1000 | D 9.91 | |
| Common Stock | 12/20/2002 | S | 3000 | D 9.95 | |
| Common Stock | 12/20/2002 | S | 2000 | D 9.96 | |
| Common Stock | 12/20/2002 | S | 2000 | D 9.99 | |

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| | | | | | | |
|--------------|------------|---|------|---|-------|--|
| Common Stock | 12/20/2002 | S | 2900 | D | 10.06 | |
|--------------|------------|---|------|---|-------|--|

| | | | | | | |
|--------------|------------|---|-----|---|-------|-------------|
| Common Stock | 12/20/2002 | S | 533 | D | 10.07 | 215019.2401 |
|--------------|------------|---|-----|---|-------|-------------|

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

| 1. Title of Derivative Security | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date | 4. Transaction Code | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities | 8. Percentage of Total |
|---------------------------------|--|---------------------|---------------------|--|--|--|------------------------|
| | | | | | | | |

Explanation of Responses: