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SMITH BRIGID M
 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. Date	3. Code	4. Securities Acquired (A) or Disposed of (D)	Amount	A/Price	5. Amount of Securities Beneficially Owned at End of Month
Common Stock	1/7/2003	M		9974	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	1/7/2003	S		100	D	11.20		
Common Stock	1/7/2003	S		1500	D	11.25	1773.8003	

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	7. Title and Amount of Underlying Securities	8. Percentage of Total Shares Owned
Employee Stock Option (Right to Buy)	7.75	1/7/2003	M	3058	D 11/16/2003	Common Stock	3058
Employee Stock Option (Right to Buy)	7.75	1/7/2003	M	6916	D 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.