

REIFENHEISER THOMAS V  
 Form 4  
 December 09, 2008

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

OMB APPROVAL  
 OMB Number: 3235-0287  
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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 \*  
 REIFENHEISER THOMAS V

2. Issuer Name and Ticker or Trading Symbol  
 CITADEL BROADCASTING CORP [CDL]

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

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
 12/03/2008

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

C/O CITADEL BROADCASTING CORPORATION, 7201 W. LAKE MEAD BLVD., SUITE 400

(Street)

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

LAS VEGAS, NV 89128

(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)
			Code	V Amount (A) or (D) Price			
Common Stock	12/03/2008		P	2,200 A \$ 0.17	62,200 <sup>(1)</sup>	D	
Common Stock	12/03/2008		P	492 A \$ 0.1701	62,692 <sup>(1)</sup>	D	
Common Stock	12/03/2008		P	262 A \$ 0.1715	62,954 <sup>(1)</sup>	D	
Common Stock	12/03/2008		P	200 A \$ 0.1799	63,154 <sup>(1)</sup>	D	
	12/03/2008		P	7,746 A \$ 0.18	70,900 <sup>(1)</sup>	D	

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Common Stock								
Common Stock	12/03/2008		P	3	A	\$ 0.1804	70,903 <sup>(1)</sup>	D
Common Stock	12/03/2008		P	897	A	\$ 0.1892	71,800 <sup>(1)</sup>	D
Common Stock	12/03/2008		P	1,200	A	\$ 0.1895	73,000 <sup>(1)</sup>	D
Common Stock	12/03/2008		P	37,000	A	\$ 0.19	110,000 <sup>(1)</sup>	D

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V (A) (D)				

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

REIFENHEISER THOMAS V  
C/O CITADEL BROADCASTING CORPORATION  
7201 W. LAKE MEAD BLVD., SUITE 400  
LAS VEGAS, NV 89128

X

## Signatures

/s/ Thomas V.  
Reifenheiser

12/08/2008

\_\_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).

Includes 10,000 restricted shares that vest in three portions annually, on each of the annual meetings of stockholders of Citadel  
(1) Broadcasting Corporation (the "Company"), following the 2008 Annual Meeting, subject to the director's continuous service to the Company through the business day immediately preceding such annual meeting.

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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