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CITIZENS COMMUNICATIONS CO

Form 4

April 01, 2003

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
 Andrew N. Heine
 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/Day/Year
 4/1/2003
5. If Amendment, Date of Original (Month/Day/Year)
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
 (X) Director () 10% Owner () Officer (give title below) () Other
 (specify below)
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. Trans- action Date | 2A. Exec- ution Date | 3. Trans- action Code | 4. Securities Acquired (A) or Disposed of (D) Amount | A/ D | Price | 5. Amount of Securities Beneficially Owned Following Reported Trans(s) |
|----------------------|-----------------------------|----------------------------|-----------------------------|------------------------------------------------------------|---------|-------|------------------------------------------------------------------------------------|
|----------------------|-----------------------------|----------------------------|-----------------------------|------------------------------------------------------------|---------|-------|------------------------------------------------------------------------------------|

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

| 1. Title of Derivative Security | 2. Con- version or Exer- cise Price of Deriva- tive Secu- rity | 3. Trans- action (Month/ Day/ Year) | 3A. Deemed Execu- tion (Month/ Day/ Year) | 4. Trans- action Code | 5. Number of De rivative Secu rities Acqui red(A) or Dis posed of(D) Amount | 6. Date Exer- cisable and Expiration Date(Month/ Day/Year) Date Expir- ation Date A/ D Exer- cisa- ble | 7. Title and Amount of Underlying Securities Title and Number of Shares | 8. P of vat Sec rit |
|---------------------------------------|----------------------------------------------------------------------------------------|-------------------------------------------------|----------------------------------------------------------|-----------------------------|--------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------|---------------------------------|
|---------------------------------------|----------------------------------------------------------------------------------------|-------------------------------------------------|----------------------------------------------------------|-----------------------------|--------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------|---------------------------------|

| | | | | | | | | | |
|------------------------|---------|---------|--|---|---------|---|---|--------------|----------------------|
| Phantom Stock Units | 1 for 1 | | | | | 1 | 1 | Common Stock | |
| Phantom Stock | 1 for 1 | 4/1/ 20 | | A | 1428.02 | A | 1 | 1 | Common Stock 1428.02 |

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|-------|--|----|--|--|--|--|--|--|--|--|--|
| Units | | 03 | | | | | | | | | |
| ----- | | | | | | | | | | | |
| | | | | | | | | | | | |

Explanation of Responses:

1. Pursuant to Reporting Person's election to receive Director's Fees in units; units are to be settled after Reporting Person's retirement.

2. Pursuant to Reporting Person's election for securities to be granted to the GST Trust under the will of Aaron Heine f/b/o Andrew N. Heine.

SIGNATURE OF REPORTING PERSON

Andrew N. Heine

Andrew N. Heine by L. Russell Mitten Under Power-of-Attorney