ELLIS JUDITH A Form 4

March 18, 2008

FORM 4

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

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** Section 16. Form 4 or Form 5

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

(Print or Type Responses)

obligations

1. Name and Address of Reporting Person * **ELLIS JUDITH A**

2. Issuer Name and Ticker or Trading Symbol

CITADEL BROADCASTING CORP [CDL]

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

03/16/2008

5. Relationship of Reporting Person(s) to

Issuer

below)

(Check all applicable)

OMB APPROVAL

10% Owner

Other (specify

Beneficial

Ownership

(Instr. 4)

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

C/O CITADEL BROADCASTING

(First)

(Middle)

CORPORATION, 7201 W. LAKE MEAD BLVD, SUITE 400

> (Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

Chief Operating Officer

6. Individual or Joint/Group Filing(Check Applicable Line)

Director X_ Officer (give title

X Form filed by One Reporting Person Form filed by More than One Reporting

LAS VEGAS, NV 89128

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

3. 4. Securities Acquired Transaction(A) or Disposed of (D) (Instr. 3, 4 and 5) Code (Instr. 8)

6. Ownership 7. Nature of 5. Amount of Form: Direct Indirect Securities Beneficially (D) or Owned Indirect (I) Following (Instr. 4)

Reported (A) Transaction(s) (Instr. 3 and 4) Price

Code V (D) Amount 18,901 Common \$ 03/16/2008 F D (1) 1.41 Stock

232,042 (2) D

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Edgar Filing: ELLIS JUDITH A - Form 4

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
	Ĭ				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						Ì
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	Date		Number		
						2.1010154010	2410		of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
The process of the state of the	Director	10% Owner	Officer	Other			
ELLIS JUDITH A C/O CITADEL BROADCASTING CORPORATION 7201 W. LAKE MEAD BLVD, SUITE 400 LAS VEGAS, NV 89128			Chief Operating Officer				

Signatures

/s/ Judith A.
Ellis

**Signature of Reporting Person

O3/18/2008

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) Settlement of tax withholding obligations.

Includes (1) 131,098 shares of Common Stock, (2) approximately 944 shares of Common Stock held in the Citadel Broadcasting

(2) Company 401(k) Retirement Savings Plan as of March 17, 2008 and (3) 100,000 shares of performance-based Restricted Common Stock that Ms. Ellis owns directly.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 2