

Stratford Patricia  
Form 4  
May 27, 2011

**FORM 4**

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

OMB APPROVAL

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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 \*  
Stratford Patricia

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
05/26/2011

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
SVP Finance & Administration

C/O CITADEL BROADCASTING CORPORATION, 7690 W. CHEYENNE AVE., SUITE 220

(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 89129

(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 Ownership (Instr. 4)
				(A) or (D)	Amount	Price	
				Code	V		
Common Stock ?? Class A	05/26/2011		A	(1) (2)	13,000	\$ 0	D

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

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**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 Following Reporting Transaction (Instr. 3 and 4)
						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

Stratford Patricia  
 C/O CITADEL BROADCASTING CORPORATION  
 7690 W. CHEYENNE AVE., SUITE 220  
 LAS VEGAS, NV 89129

SVP Finance & Administration

**Signatures**

/s/ Patricia                      05/27/2011  
 Stratford

\*\*Signature of                      Date  
 Reporting Person

**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) As previously disclosed in its Current Report on Form 8-K filed with the Securities and Exchange Commission on March 11, 2011, on March 10, 2011, the Issuer, Cumulus Media Inc., a Delaware corporation ("Cumulus"), Cadet Holding Corporation, a Delaware Corporation and wholly-owned subsidiary of Cumulus ("HoldCo"), and Cadet Merger Corporation, a Delaware corporation and wholly-owned subsidiary of HoldCo ("Merger Sub"), entered into an Agreement and Plan of Merger, pursuant to which subject to the satisfaction of conditions therein, Merger Sub will merge with and into the Issuer (the "Merger"), with the Issuer surviving the Merger as the surviving corporation and an indirect wholly owned subsidiary of Cumulus.
- (2) The reporting person received a grant of restricted shares of common stock of Issuer which vests in full on May 26, 2013; provided, that, if the Merger is consummated before May 26, 2013, half of the unvested restricted shares of common stock will vest upon the consummation of the Merger and the remaining half of the unvested restricted shares of common stock will vest on the date that is six months following the date of the Merger, in each case subject to the reporting person's continued employment on the applicable vesting date.

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.