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CITIZENS COMMUNICATIONS CO

Form 8-K

February 23, 2004

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934

Date of Report (date of earliest event reported): February 18, 2004

CITIZENS COMMUNICATIONS COMPANY
(Exact name of registrant as specified in its charter)

| | | |
|---|--|---|
| Delaware (State or other jurisdiction of incorporation) | 001-11001 (Commission File Number) | 06-0619596 (I.R.S. Employer Identification No.) |
|---|--|---|

3 High Ridge Park
Stamford, Connecticut 06905
(Address of Principal Executive Offices)

(203) 614-5600
(Registrant's Telephone Number, Including Area Code)

No Change Since Last Report

(Former name or former address, if changed since last report)

ITEM 5. Other Events

On February 18, 2004, Citizens Communications Company issued a press release. A copy of the press release is attached hereto as Exhibit 99.5.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

CITIZENS COMMUNICATIONS COMPANY

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(Registrant)

By: /s/ Robert J. Larson

Robert J. Larson
Chief Accounting Officer

Date: February 23, 2004

Exhibit 99.5

Citizens Communications
3 High Ridge Park
Stamford, CT 06905
203.614.5600
Web site: www.czn.net

Contacts:

Scott N.Schneider
President and Chief Operating Officer
203.614.5219

Jerry Elliott
Chief Financial Officer
203.614.6722

Citizens Communications Engages Advisors

Stamford, Conn., February 18, 2004 - Citizens Communications (NYSE:CZN) today announced that it has engaged J.P. Morgan Securities and Morgan Stanley as financial advisors and Simpson Thacher & Bartlett LLP as legal counsel to assist it in its previously announced intention to explore alternatives. The advisors will assist the company in evaluating a range of possible financial and strategic alternatives designed to enhance shareholder value, although there can be no assurance that the company will undertake any particular action as a result of this review.

More information on Citizens can be found at www.czn.net.

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