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CITIZENS COMMUNICATIONS CO

Form S-8 POS

May 04, 2007

As filed with the Securities and Exchange Commission on May 4, 2007

Registration No. 333-71821

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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

Post-Effective Amendment No. 1 to
FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

CITIZENS COMMUNICATIONS COMPANY
(Exact name of registrant as specified in its charter)
Delaware
(State or other jurisdiction of incorporation or organization) 06-0619596
(I.R.S. Employer Identification No.)

3 High Ridge Park
Stamford, Connecticut 06905
(203) 614-5600
(Address, including zip code, and telephone number,
including area code, of registrant's principal executive offices)

CITIZENS UTILITIES COMPANY
NON-EMPLOYEE DIRECTORS' DEFERRED FEE EQUITY PLAN
(Full Title of Plan)

Donald R. Shassian
Chief Financial Officer
Citizens Communications Company
3 High Ridge Park
Stamford, Connecticut 06905
(203) 614-5600
(Name and address, including zip code,
and telephone number, including area code, of agent for service)

Copy to:

Hilary E. Glassman, Esq.
Senior Vice President, General Counsel and Secretary
Citizens Communications Company
3 High Ridge Park
Stamford, Connecticut 06905
(212) 614-5600

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EXPLANATORY STATEMENT

A total of 1,200,000 shares of common stock, par value \$0.25 per share, of Citizens Communications Company (formerly Citizens Utilities Company), a Delaware corporation (the "Company") (as adjusted for stock dividends and stock splits), were registered in connection with the Company's Non-Employee Directors' Deferred Fee Equity Plan (the "Deferred Fee Plan"), which shares were registered on a Registration Statement on Form s-8 filed on February 5, 1999 (Registration No. 333-71821) (the "February 1999 Form S-8"). Of the 1,200,000 shares registered in the February 1999 Form S-8, 540,761 shares were not subject to outstanding awards at the time the Company determined not to issue any further awards under the Deferred Fee Plan and such shares were carried forward to the Company's Non-Employee Directors' Equity Incentive Plan (the "Equity Incentive Plan"). Pursuant to Instruction E to Form S-8 and the telephonic interpretation of the Securities and Exchange Commission set forth in Section G. Securities Act Forms, No. 89, of the Division of Corporation Finance's Manual of Publicly Available Telephone Interpretations dated July 1997, 540,761 shares of the Company's common stock registered on the February 1999 Form S-8 are being carried forward to, and deemed covered by, the registration statement on the separate Form S-8 filed concurrently herewith in connection with the Company's Equity Incentive Plan.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

Pursuant to General Instruction E to Form S-8, the contents of the February 1999 Form S-8 filed by the Company with respect to the securities offered by the Deferred Fee Plan are hereby incorporated by reference.

SIGNATURE

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Stamford, State of Connecticut, on this 4th day of May, 2007.

CITIZENS COMMUNICATIONS COMPANY

By: /s/ Robert J. Larson

Robert J. Larson
Senior Vice President and

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Chief Accounting Officer

POWER OF ATTORNEY

We, the undersigned officers and directors of Citizens Communications Company, hereby severally constitute and appoint Donald R. Shassian and Robert J. Larson, and each of them singly, our true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, to sign for us and in our name in the capacities indicated below, any and all amendments to this registration statement on Form S-8 filed by Citizens Communications Company with the Securities and Exchange Commission, and generally to do all such things in our name and behalf in such capacities to enable Citizens Communications Company to comply with the provisions of the Securities Act of 1933, as amended, and all requirements of the Securities and Exchange Commission, and we hereby ratify and confirm our signatures as they may be signed by our said attorneys, or any of them, to any and all such amendments.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
/s/ Mary Agnes Wilderotter ----- Mary Agnes Wilderotter	Chairman of the Board, Chief Executive Officer and President (Principal Executive Officer)	May 4, 2007
/s/ Donald R. Shassian ----- Donald R. Shassian	Chief Financial Officer (Principal Financial Officer)	May 4, 2007
/s/ Robert J. Larson ----- Robert J. Larson	Senior Vice President and Chief Accounting Officer (Principal Accounting Officer)	May 4, 2007
/s/ Kathleen Q. Abernathy ----- Kathleen Q. Abernathy	Director	May 4, 2007
/s/ Leroy T. Barnes, Jr. ----- Leroy T. Barnes, Jr.	Director	May 4, 2007
/s/ Michael T. Dugan ----- Michael T. Dugan	Director	May 4, 2007

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/s/ Jeri B. Finard ----- Jeri B. Finard	Director	May 4, 2007
/s/ Lawton Wehle Fitt ----- Lawton Wehle Fitt	Director	May 4, 2007
/s/ Stanley Harfenist ----- Stanley Harfenist	Director	May 4, 2007
/s/ William M. Kraus ----- William M. Kraus	Director	May 4, 2007
/s/ Howard L. Schrott ----- Howard L. Schrott	Director	May 4, 2007
/s/ Lorraine D. Segil ----- Lorraine D. Segil	Director	May 4, 2007
/s/ Bradley E. Singer ----- Bradley E. Singer	Director	May 4, 2007
/s/ Edwin Tornberg ----- Edwin Tornberg	Director	May 4, 2007
/s/ David H. Ward ----- David H. Ward	Director	May 4, 2007
/s/ Myron A. Wick, III ----- Myron A. Wick, III	Director	May 4, 2007