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CITIZENS COMMUNICATIONS CO

Form 8-K

February 27, 2007

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 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 22, 2007

Citizens Communications Company

-----  
(Exact name of registrant as specified in its charter)

Delaware

-----  
(State or other jurisdiction of incorporation)

001-11001

06-0619596

-----  
(Commission File Number)

(IRS Employer Identification No.)

3 High Ridge Park, Stamford, Connecticut

06905

-----  
(Address of principal executive offices)

(Zip Code)

(203) 614-5600

-----  
(Registrant's telephone number, including area code)

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- |  Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- |  Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- |  Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- |  Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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Item 5.02. Departure of Directors or Principal Officers; Election of  
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Directors; Appointment of Principal Officers; Compensatory  
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Arrangements of Certain Officers.  
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The information set forth in Exhibit 99.1 in response to Item 9.01(d) is incorporated herein by reference.

Item 8.01 Other Events  
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On February 23, 2007, the Company announced that its Board of Directors declared a regular quarterly cash dividend of \$0.25 per share, payable on March 30, 2007 to holders of record of its common stock at the close of business on March 9, 2007. A copy of the Company's press release issued on February 23, 2007 announcing the declaration of the dividend is filed herewith as Exhibit 99.2 and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits  
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(d) Exhibits

99.1 Information Concerning Executive Compensation.

99.2 Press Release of Citizens Communications Company issued February 23, 2007.

SIGNATURES

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 hereunto duly authorized.

CITIZENS COMMUNICATIONS COMPANY

Date: February 27, 2007

By: /s/ Robert J. Larson  
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Robert J. Larson  
Senior Vice President and  
Chief Accounting Officer