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CITIZENS COMMUNICATIONS CO

Form 8-K

May 16, 2002

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): May 16, 2002

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.)
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3 High Ridge Park Stamford, Connecticut (Address of Principal Executive Offices) (203) 614-5600	06905 (Zip Code)
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Registrant's Telephone Number, Including Area Code

No Change Since Last Report

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

Item 5. Other Events.

Citizens Communications Company announced on May 16, 2002 that it intends to make a cash tender offer for all of the outstanding publicly held Class A common shares of Electric Lightwave, Inc. that are not owned by Citizens or its subsidiaries at an offering price of 70 cents per share. Citizens expects to commence the tender offer on May 20, 2002. The tender offer is scheduled to expire on June 17, 2002.

Item 7. Financial Statements, Exhibits

(c) Exhibits

1.1 Press Release of Citizens Communications Company released May 16, 2002, announcing Citizens intent to acquire all of the outstanding publicly held Class A common shares of Electric Lightwave, Inc. that are not presently owned by Citizens or its subsidiaries.

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.

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CITIZENS COMMUNICATIONS COMPANY

Date: May 16, 2002

By: /s/ Donald B. Armour

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Name: Donald B. Armour

Title: Vice President Finance and Treasurer