

FREEDLINE ROBERT G
Form 3
June 05, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *
Â FREEDLINE ROBERT G
(Last) (First) (Middle)

2. Date of Event Requiring Statement
(Month/Day/Year)
05/26/2006

3. Issuer Name and Ticker or Trading Symbol
CITADEL BROADCASTING CORP [CDL]

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original Filed(Month/Day/Year)

C/O CITADEL BROADCASTING CORPORATION,Â 7201 W. LAKE MEAD BLVD
(Street)

(Check all applicable)

Director 10% Owner
 Officer Other
(give title below) (specify below)
Chief Financial Officer

LAS VEGAS,Â NVÂ 89128
(City) (State) (Zip)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	100,000 ⁽¹⁾	D	Â

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)
Stock Option (Right to Buy)	Â (2)	05/25/2016	Common Stock	150,000	\$ 9.79	D Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FREEDLINE ROBERT G C/O CITADEL BROADCASTING CORPORATION 7201 W. LAKE MEAD BLVD LAS VEGAS, NV 89128	Â	Â	Â Chief Financial Officer	Â

Signatures

/s/ Robert G.
Freedline

06/02/2006

Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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) Consists of shares of restricted stock which shall vest in one-third installments annually, beginning on May 25, 2007, subject to terms and conditions that do not differ materially from the Issuer's Form of Restricted Stock Grant for grants made under the Issuer's Amended and Restated 2002 Long-Term Incentive Plan.

(2) Options become exercisable to the extent they have vested. Options vest with respect to the shares of Common Stock annually in three equal installments commencing on May 25, 2007, subject to terms and conditions that do not differ materially from the Issuer's Form of Stock Option Agreement for grants made under the Issuer's Amended and Restated 2002 Long-Term Incentive Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure.

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