SANDER JOHN L Form 4

November 03, 2010

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** 

**OMB APPROVAL** 

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if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue.

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 See Instruction

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \* SANDER JOHN L

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

CITADEL BROADCASTING

(Check all applicable)

CORP [CDELA]

3. Date of Earliest Transaction (Month/Day/Year) 11/01/2010

X\_ Director 10% Owner Officer (give title Other (specify

C/O CITADEL BROADCASTING CORPORATION, 7201 W. LAKE MEAD BLVD., SUITE 400

(First)

(Middle)

(Street)

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

Code V

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

LAS VEGAS, NV 89128

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

3. 4. Securities Acquired 5. Amount of Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5)

6. Ownership 7. Nature of Form: Direct Indirect Securities Beneficially (D) or Beneficial Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4)

Reported (A) Transaction(s) (Instr. 3 and 4) (D) Price Amount

Common Stock -

Class A

11/01/2010

47,530  $D^{(1)}$ D (2)

\$0 0 D

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

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#### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of | f 2.         | 3. Transaction Date | 3A. Deemed         | 4.                | 5.         | 6. Date Exer        | cisable and      | 7. Titl    | le and      | 8. Price of | 9. Nu  |
|-------------|--------------|---------------------|--------------------|-------------------|------------|---------------------|------------------|------------|-------------|-------------|--------|
| Derivative  | e Conversion | (Month/Day/Year)    | Execution Date, if | TransactionNumber |            | Expiration D        | ate              | Amou       | ınt of      | Derivative  | Deriv  |
| Security    | or Exercise  |                     | any                | Code              | of         | (Month/Day/         | /Year)           | Under      | rlying      | Security    | Secui  |
| (Instr. 3)  | Price of     |                     | (Month/Day/Year)   | (Instr. 8)        | Derivativ  | Derivative          |                  | Securities |             | (Instr. 5)  | Bene   |
|             | Derivative   |                     |                    |                   | Securities |                     | (Instr. 3 and 4) |            |             | Owne        |        |
|             | Security     |                     |                    |                   | Acquired   |                     |                  |            |             |             | Follo  |
|             |              |                     |                    |                   | (A) or     |                     |                  |            |             |             | Repo   |
|             |              |                     |                    |                   | Disposed   |                     |                  |            |             |             | Trans  |
|             |              |                     |                    |                   | of (D)     |                     |                  |            |             |             | (Instr |
|             |              |                     |                    |                   | (Instr. 3, |                     |                  |            |             |             |        |
|             |              |                     |                    |                   | 4, and 5)  |                     |                  |            |             |             |        |
|             |              |                     |                    |                   |            |                     |                  |            | A           |             |        |
|             |              |                     |                    |                   |            |                     |                  |            | Amount      |             |        |
|             |              |                     |                    |                   |            | Date<br>Exercisable | Expiration Date  | Title      | or<br>Namel |             |        |
|             |              |                     |                    |                   |            |                     |                  |            | Number      |             |        |
|             |              |                     |                    | C-1- V            | (A) (D)    |                     |                  |            | of          |             |        |
|             |              |                     |                    | Code v            | (A) (D)    |                     |                  |            | Shares      |             |        |

### **Reporting Owners**

Relationships Reporting Owner Name / Address

> 10% Owner Officer Other Director

SANDER JOHN L C/O CITADEL BROADCASTING CORPORATION 7201 W. LAKE MEAD BLVD., SUITE 400 LAS VEGAS, NV 89128



# **Signatures**

/s/ John L. 11/03/2010 Sander

\*\*Signature of Date Reporting Person

# **Explanation of Responses:**

- If the form is filed by more than one reporting person, see Instruction 4(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).
- Mr. Sander has elected to voluntarily forfeit the entire grant of restricted shares of common stock granted on August 18, 2010 to vest 50% on June 3, 2011 and 50% vests on June 3, 2012.
- (2) Forfeited shares.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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