

SULEMAN FARID
Form 4
March 20, 2006

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
SULEMAN FARID

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
03/16/2006

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

C/O CITADEL BROADCASTING CORPORATION, 767 FIFTH AVENUE, 44TH FLOOR

(Street)

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

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

NEW YORK, NY 10153

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired or Disposed of (A) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) Code V Amount Price | | | |
| Restricted Stock Units | 03/16/2006 | | A | 2,868,006 A (1) | 2,868,006 (2) | D | |
| Performance Shares | 03/16/2006 | | A | 1,131,994 A (3) | 2,381,994 (2) | D | |

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

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SEC 1474 (9-02)

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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 Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|-------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number of Shares |
| Employee Stock Option (Right to Buy) | \$ 3.5 | 03/16/2006 | | D | 4,150,000 | (4) 03/04/2012 | 03/04/2012 | Common Stock | 4,150,000 |
| Employee Stock Option (Right to Buy) | \$ 16.94 | 03/16/2006 | | D | 400,000 | (6) 03/26/2014 | 03/26/2014 | Common Stock | 400,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SULEMAN FARID C/O CITADEL BROADCASTING CORPORATION 767 FIFTH AVENUE, 44TH FLOOR NEW YORK, NY 10153 | X | | Chief Executive Officer | |

Signatures

/s/ Farid Suleman 03/20/2006

**Signature of Reporting Person Date

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).

(1) On March 16, 2006, Mr. Suleman and Citadel Broadcasting Corporation (the "Company") agreed to amend the terms of the award received by Mr. Suleman under that certain Stock Option Agreement, dated as of April 23, 2002, as amended on June 4, 2002 (the "Stock Option Agreement"). In connection therewith, Mr. Suleman agreed to surrender to the Company all the Stock Options (please see Footnote 5 for more information) and in consideration therefor the Company granted to Mr. Suleman an award of 2,868,006 fully vested restricted stock units of the Company (the "RSUs"). The RSUs are notional units of measurement denominated in shares of Common Stock. The shares of Common Stock represented by the RSUs will be distributed to Mr. Suleman in two equal portions annually, beginning on March 16, 2007. The agreement to cancel the option grant and surrender the options and grant the RSUs is effective March 16, 2006, subject to shareholder approval of the amendments.

(2)

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Mr. Suleman is also the direct beneficial owner of 592,074 shares of Common Stock. He also holds 20,000 shares of Common Stock as custodian for his son under the Uniform Gift to Minors; Mr. Suleman disclaims beneficial ownership of these shares.

Consists of 1,131,994 shares of performance-vesting stock which vest and become freely transferable Common Stock in one-half installments annually, beginning on March 16, 2007. Vesting of the performance shares is subject to Mr. Suleman's continuous

(3) employment with the Company through the applicable vesting date and the Company's attainment of certain performance objectives. The grant of performance shares is effective March 16, 2006, subject to shareholder approval of the utilization of certain performance objectives under the Company's Amended and Restated 2002 Long Term Incentive Plan.

(4) Options became exercisable on the first, second, third and fourth anniversaries of the date of grant (3/4/2002).

On March 16, 2006, Mr. Suleman and the Company agreed to amend the terms of the award received by Mr. Suleman under the Stock Option Agreement. In connection therewith, Mr. Suleman agreed to surrender to the Company all of the fully vested options to purchase

(5) an aggregate of 4,150,000 whole shares of Common Stock, which the Company granted to Mr. Suleman under the Stock Option Agreement. In consideration therefor, the Company granted to Mr. Suleman an award of 2,868,006 fully vested RSUs. Please see Footnote 1 for more information. The agreement to cancel the option grant and surrender the options and grant the RSUs is effective March 16, 2006, subject to shareholder approval of the amendments.

(6) Options become exercisable in equal installments on the first, second, third and fourth anniversaries of the date of grant (3/26/2004).

On March 16, 2006, Mr. Suleman and the Company agreed to terminate the terms of the Stock Option Grant, dated March 26, 2004, and Mr. Suleman agreed to surrender to the Company all of the rights and options to purchase all or any part of an aggregate of 400,000

(7) shares of Common Stock, of the Company, which the Company granted to Mr. Suleman thereunder. This agreement was undertaken in connection with certain modifications to Mr. Suleman's long-term incentive compensation described in this Form 4. The agreement to cancel the option grant and surrender the options is effective March 16, 2006, subject to the Company's receiving the approvals from the shareholders of record of the Company described in footnotes (1),(3)and (5) herein.

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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