

Glassman Hilary E
Form 4
May 27, 2011

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Glassman Hilary E

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
05/26/2011

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
SVP and General Counsel

C/O CITADEL BROADCASTING
CORPORATION, 7690 W.
CHEYENNE AVENUE, SUITE 220
(Street)

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

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

LAS VEGAS, NV 89129

(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 (A) or Disposed of (D) (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 Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock ?? Class A	05/26/2011		A		10,000 (1) (2)	A \$ 0 10,000	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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Glassman Hilary E
C/O CITADEL BROADCASTING CORPORATION
7690 W. CHEYENNE AVENUE, SUITE 220
LAS VEGAS, NV 89129

SVP and General Counsel

Signatures

/s/ Hilary

Glassman

05/27/2011

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) As previously disclosed in its Current Report on Form 8-K filed with the Securities and Exchange Commission on March 11, 2011, on March 10, 2011, the Issuer, Cumulus Media Inc., a Delaware corporation ("Cumulus"), Cadet Holding Corporation, a Delaware Corporation and wholly-owned subsidiary of Cumulus ("HoldCo"), and Cadet Merger Corporation, a Delaware corporation and wholly-owned subsidiary of HoldCo ("Merger Sub"), entered into an Agreement and Plan of Merger, pursuant to which subject to the satisfaction of conditions therein, Merger Sub will merge with and into the Issuer (the "Merger"), with the Issuer surviving the Merger as the surviving corporation and an indirect wholly owned subsidiary of Cumulus.

(2) The reporting person received a grant of restricted shares of common stock of Issuer which vests in three equal installments on each of February 15, 2012, February 15, 2013 and February 15, 2014; provided, that, if the Merger is consummated before February 15, 2014, half of the unvested restricted shares of common stock will vest upon the consummation of the Merger and the remaining half of the unvested restricted shares of common stock will vest on the date that is six months following the date of the Merger, in each case subject to the reporting person's continued employment on the applicable vesting date.

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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