

SULEMAN FARID
Form 4/A
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)
 Director 10% Owner
 Officer (give title below) Other (specify below)
Chief Executive Officer

(Last) (First) (Middle)
C/O FORSTMANN LITTLE & CO., 767 FIFTH AVENUE, 44TH FLOOR

3. Date of Earliest Transaction (Month/Day/Year)
10/25/2005

(Street)
NEW YORK, NY 10153

4. If Amendment, Date Original Filed(Month/Day/Year)
10/27/2005

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 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 Ownership (Instr. 4)
Performance Shares	10/25/2005		A	V	Amount 1,250,000 (A) or (D) Price (1)	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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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships				Amount or Number of Shares
	Director	10% Owner	Officer	Other	
SULEMAN FARID C/O FORSTMANN LITTLE & CO. 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) The vesting terms of the grant of 1,250,000 shares of restricted stock dated October 25, 2005 have been modified effective March 16, 2006, subject to shareholder approval of the utilization of certain performance objectives under the Citadel Broadcasting Corporation (the "Company") Amended and Restated 2002 Long Term Incentive Plan. As modified, the performance shares will vest and become non-restricted common stock of the Company, par value \$0.01 per share, in one-third installments annually, beginning on March 16, 2007, subject to Mr. Suleman's continuous employment with the Company through the applicable vesting date and the Company's attainment of certain performance objectives.
- (2) 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. Subject to shareholder approval, Mr. Suleman is also the beneficial owner of 2,686,006 restricted stock units.

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.