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# FRONTIER COMMUNICATIONS CORP

Filed by

## SAGAMORE HILL CAPITAL MANAGEMENT LP

# FORM SC 13G/A

(Amended Statement of Ownership)

Filed 02/14/05

| | |
|---|---|
| Address | HIGH RIDGE PK BLDG 3<br>STAMFORD, CT 06905 |
| Telephone | 2036145600 |
| CIK | 0000020520 |
| Symbol | FTR |
| SIC Code | 4813 - Telephone Communications, Except Radiotelephone |
| Industry | Communications Services |
| Sector | Services |
| Fiscal Year | 12/31 |

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

**SCHEDULE 13G**

Under the Securities Exchange Act of 1934
(Amendment No. 1)*

# CITIZENS COMMUNICATIONS COMPANY
(Name of Issuer)

Common Stock, par value $.25 per share
(Title of Class of Securities)

**17453B101**
(CUSIP Number)

December 31, 2004
(Date of Event which Requires Filing
of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule
is filed:

[ ] Rule 13d-1(b)
[X] Rule 13d-1(c)
[ ] Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Continued on following pages 

# SCHEDULE 13G



1 Names of Reporting Persons
I.R.S. Identification Nos. of above persons (entities only)

SAGAMORE HILL CAPITAL MANAGEMENT L.P.

2 Check the Appropriate Box If a Member of a Group (See Instructions)

a. [ ]
b. [X]

3 SEC Use Only

4 Citizenship or Place of Organization

DELAWARE

| | | |
|---|---|---|
| Number of Shares Beneficially Owned By Each Reporting Person With | 5 | Sole Voting Power<br>0 |
| | 6 | Shared Voting Power<br>0 |
| | 7 | Sole Dispositive Power<br>0 |
| | 8 | Shared Dispositive Power<br>0 |

9 Aggregate Amount Beneficially Owned by Each Reporting Person

0

10 Check Box If the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

[ ]

11 Percent of Class Represented By Amount in Row (9)

0%

12 Type of Reporting Person (See Instructions)

PN

# SCHEDULE 13G



1 Names of Reporting Persons
I.R.S. Identification Nos. of above persons (entities only)

SAGAMORE HILL MANAGERS LLC

2 Check the Appropriate Box If a Member of a Group (See Instructions)

a. [ ]
b. [X]

3 SEC Use Only

4 Citizenship or Place of Organization

DELAWARE

| | | |
|---|---|---|
| Number of Shares Beneficially Owned By Each Reporting Person With | 5 | Sole Voting Power<br>0 |
| | 6 | Shared Voting Power<br>0 |
| | 7 | Sole Dispositive Power<br>0 |
| | 8 | Shared Dispositive Power<br>0 |

9 Aggregate Amount Beneficially Owned by Each Reporting Person

0

10 Check Box If the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

[ ]

11 Percent of Class Represented By Amount in Row (9)

0%

12 Type of Reporting Person (See Instructions)

OO

# SCHEDULE 13G



1 Names of Reporting Persons
I.R.S. Identification Nos. of above persons (entities only)

STEVEN H. BLOOM

2 Check the Appropriate Box If a Member of a Group (See Instructions)

a. [ ]
b. [X]

3 SEC Use Only

4 Citizenship or Place of Organization

UNITED STATES

| | | |
|---|---|---|
| Number of Shares Beneficially Owned By Each Reporting Person With | 5 | Sole Voting Power<br>0 |
| | 6 | Shared Voting Power<br>0 |
| | 7 | Sole Dispositive Power<br>0 |
| | 8 | Shared Dispositive Power<br>0 |

9 Aggregate Amount Beneficially Owned by Each Reporting Person

0

10 Check Box If the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

[ ]

11 Percent of Class Represented By Amount in Row (9)

0%

12 Type of Reporting Person (See Instructions)

IN; HC

**Item 1(a) Name of Issuer:**

Citizens Communications Company (the "Issuer")

**Item 1(b) Address of the Issuer's Principal Executive Offices:**

3 High Ridge Park, Stamford, Connecticut 06905

**Item 2(a) Name of Person Filing:**

The Statement is filed on behalf of each of the following persons (collectively, the "Reporting Persons"):

i. Sagamore Hill Capital Management L.P. ("Sagamore Hill Capital Management");

ii. Sagamore Hill Managers LLC ("Sagamore Hill Managers"); and

iii. Steven H. Bloom ("Mr. Steven Bloom").

This statement relates to Shares (as defined herein) held for the account of the Sagamore Hill Hub Fund Ltd, a Cayman Islands corporation (the "Hub Fund"). Pursuant to a portfolio management agreement, Sagamore Hill Capital Management serves as investment manager of the Hub Fund. In such capacity, Sagamore Hill Capital Management may be deemed to be the beneficial owner of securities held for the account of the Hub Fund. The general partner of Sagamore Hill Capital Management is Sagamore Hill Managers. In such capacity, Sagamore Hill Managers may be deemed to be the beneficial owner of securities held for the account of the Hub Fund. Mr. Steven Bloom is the sole member of Sagamore Hill Managers. In such capacity, Mr. Steven Bloom may be deemed to be the beneficial owner of securities held for the account of the Hub Fund.

**Item 2(b) Address of Principal Business Office or, if None, Residence:**

The address of the principal business office of each of the Reporting Persons is 10 Glenville Street, 3rd Floor, Greenwich, CT 06831.

**Item 2(c) Citizenship:**

1) Sagamore Hill Capital Management is a Delaware limited partnership;

2) Sagamore Hill Managers is a Delaware limited liability company; and

3) Mr. Steven Bloom is a citizen of the United States.

**Item 2(d) Title of Class of Securities:**

Common stock, par value $.25 per share (the "Shares").

**Item 2(e) CUSIP Number:**

**17453B101**

**Item 3. If this statement is filed pursuant to Rule 13d-1(b), or**
13d-2(b) or (c), check whether the person filing is a:

This Item 3 is not applicable.

**Item 4. Ownership:**

**Item 4(a) Amount Beneficially Owned:**

As of December 31, 2004, each of the Sagamore Hill Capital Management, Sagamore Hill Managers and Mr. Steven Bloom may no longer be deemed the beneficial owner of any Shares.

**Item 4(b) Percent of Class:**

The number of Shares of which each of Sagamore Hill Capital Management, Sagamore Hill Managers and Mr. Steven Bloom may be deemed to be the beneficial owner constitutes 0% of the total number of Shares outstanding.

**Item 4(c) Number of shares as to which such person has:**

**Sagamore Hill Capital Management**

| | | |
|---|---|---|
| (i) | Sole power to vote or direct the vote: | 0 |
| (ii) | Shared power to vote or to direct the vote | 0 |
| (iii) | Sole power to dispose or to direct the disposition of | 0 |
| (iv) | Shared power to dispose or to direct the disposition of | 0 |

**Sagamore Hill Managers**

| | | |
|---|---|---|
| (i) | Sole power to vote or direct the vote: | 0 |
| (ii) | Shared power to vote or to direct the vote | 0 |
| (iii) | Sole power to dispose or to direct the disposition of | 0 |
| (iv) | Shared power to dispose or to direct the disposition of | 0 |

**Mr. Steven Bloom**

| | | |
|---|---|---|
| (i) | Sole power to vote or direct the vote: | 0 |
| (ii) | Shared power to vote or to direct the vote | 0 |
| (iii) | Sole power to dispose or to direct the disposition of | 0 |
| (iv) | Shared power to dispose or to direct the disposition of | 0 |

**Item 5. Ownership of Five Percent or Less of a Class:**

If this Statement is being filed to report the fact that as of the date hereof the Reporting Persons have ceased to be the beneficial owners of more than five percent of the class of securities, check the following [X].

**Item 6. Ownership of More than Five Percent on Behalf of Another Person:**

The shareholders of the Hub Fund have the right to participate in the receipt of dividends from, or proceeds from the sale of, the securities held for the account of the Hub Fund in accordance with their ownership interests in the Hub Fund.

**Item 7. Identification and Classification of the Subsidiary Which**
Acquired the Security Being Reported on by the Parent Holding Company or Control Person:

This Item 7 is not applicable.

**Item 8. Identification and Classification of Members of the Group:**

This Item 8 is not applicable.

**Item 9. Notice of Dissolution of Group:**

This Item 9 is not applicable.

**Item 10. Certification:**

By signing below each of the Reporting Persons certifies that, to the best of such person's knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the Issuer of such securities and were not acquired and are not held in connection with or as a participant in any transaction having such purpose or effect.

## SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

*Date: February 11, 2005*

*SAGAMORE HILL CAPITAL MANAGEMENT L.P.*

*By: Sagamore Hill Managers LLC,*
*Its General Partner*

*By: /s/Steven H. Bloom*
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*Name: Steven H. Bloom*
*Title: Manager*

*Date: February 11, 2005*

*SAGAMORE HILL MANAGERS LLC*

*By: /s/Steven H. Bloom*
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*Name: Steven H. Bloom*
*Title: Manager*

*Date: February 11, 2005*

*STEVEN H. BLOOM*

*/s/Steven H. Bloom*
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