LITCHFIELD CRAIG G

Form 4 January 04, 2005

FORM 4

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

OMB 3235-0287 Number: January 31,

response...

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Expires: 2005 Estimated average burden hours per

0.5

OMB APPROVAL

Form 5 obligations may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

CITIZENS & NORTHERN CORP

Symbol

[CZNC.OB]

1(b).

(Print or Type Responses)

LITCHFIELD CRAIG G

1. Name and Address of Reporting Person *

| (Last) | (First) (| Middle) | 3. Date of Earliest Transaction | | | | | _X_ Director _X_ Officer (gi | | % Owner ner (specify |
|--------------------------------------|---|--------------------------------|--|--|------------|-----|--|---|---|-------------------------|
| 33 WEST AVENUE | | (Month/Day/Year) 01/03/2005 | | | | | below) below) President & C.E.O. | | | |
| | (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 | | |
| WELLSBORO, PA 16901 | | | | | | | | Form filed by More than One Reporting Person | | |
| (City) | (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | | lly Owned | |
| 1.Title of Security (Instr. 3) | 2. Transaction Da (Month/Day/Year | Executi any | emed on Date, if /Day/Year) | Date, if TransactionAcquired (A) or Code Disposed of (D) | |)) | Securities Form: Direct Indirect Beneficially (D) or Benefi Owned Indirect (I) Owner | | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| Common Stock | 01/03/2005 | | | Code V $A_{\underline{(1)}}$ | Amount 841 | (D) | Price \$ 27 | · · | D | |
| Common Stock | 01/03/2005 | | | A(2) | 625 | A | \$ 27 | 1,324 (3) | D | |
| Common Stock | 01/03/2005 | | | J <u>(4)</u> | 841 | A | \$ 27 | 24,327 (5) | D | |
| Common Stock | 01/03/2005 | | | A(1) | 61 | D | \$ 27 | 50 | I | Wife |
| Common Stock | 01/03/2005 | | | A(2) | 45 | A | \$ 27 | 95 (3) | I | Wife |

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Common 01/03/2005 **J**(4) 61 A \$ 27 + 4,260 = (5)I Wife Stock

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

| 1. Title of | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. | 6. Date Exer | cisable and | 7. Title a | nd | 8. Price of | 9. Nu |
|-------------|-------------|---------------------|--------------------|--------------|------------|--------------|-------------|---------------|--------|-------------|--------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transaction | orNumber | Expiration D | ate | Amount | of | Derivative | Deriv |
| Security | or Exercise | | any | Code | of | (Month/Day/ | (Year) | Underlyi | ng | Security | Secui |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivative | e | | Securitie | S | (Instr. 5) | Bene |
| | Derivative | | | | Securities | 3 | | (Instr. 3 a | and 4) | | Own |
| | Security | | | | Acquired | | | | | | Follo |
| | • | | | | (A) or | | | | | | Repo |
| | | | | | Disposed | | | | | | Trans |
| | | | | | of (D) | | | | | | (Instr |
| | | | | | (Instr. 3, | | | | | | |
| | | | | | 4, and 5) | | | | | | |
| | | | | | | | | ۸. | maunt | | |
| | | | | | | | | | mount | | |
| | | | | | | Date | Expiration | Or T:41- N | | | |
| | | | | | | Exercisable | Date | Title Numb | | | |
| | | | | $\alpha + w$ | (A) (D) | | | of | | | |
| | | | | Code V | (A) (D) | | | Sh | nares | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | | |
|--------------------------------|---------------|-----------|--------------------|-------|--|--|--|--|
| • 0 | Director | 10% Owner | Officer | Other | | | | |
| LITCHFIELD CRAIG G | | | | | | | | |
| 33 WEST AVENUE | X | | President & C.E.O. | | | | | |

WELLSBORO, PA 16901

Signatures

Kathleen M. Osgood for Craig G. Litchfield under Power of Attorney dated 9/20/01

01/04/2005

**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) Release of Restricted Stock granted under Stock Incentive Plan
- (2) Award of Restricted Stock
- (3) Total Restricted Stock Holdings
- (4) Restricted Stock reissued to personal holdings

Reporting Owners 2

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| (5) Total Holdings, including Retirement Plan shares and shares received as a dividend on Restricted Stock, which are not restricted Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, <i>see</i> 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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