CITIZENS & NORTHERN CORP

Form 4 May 11, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

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if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

Check this box

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

See Instruction 1(b).

(Print or Type Responses)

04/20/2006

Stock

1. Name and Address of Reporting Person * LEARN EDWARD L			2. Issuer Name and Ticker or Trading Symbol CITIZENS & NORTHERN CORP [CZNC]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First) (N	Middle)	3. Date of Earliest Transaction (Month/Day/Year) 04/20/2006			_X_ Director Officer (give below)		Owner er (specify			
	(Street)	4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check				
	Filed(Month/Day/Year)						Applicable Line) _X_ Form filed by One Reporting Person				
ELKLAND						Form filed by More than One Reporting Person					
(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned											
1.Title of	2. Transaction Date	2A. Dee	emed	3.		4. Securit	ties A	cquired	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year) Execution		on Date, if Transacti			on(A) or Disposed of			Securities	Form: Direct	Indirect
(Instr. 3)	any		Code			(D)			Beneficially	(D) or	Beneficial
		(Month/	Day/Year)	(Instr. 8	8)	(Instr. 3,	4 and	5)	Owned	Indirect (I)	Ownership
							Following	(Instr. 4)	(Instr. 4)		
							(A)		Reported		
							or		Transaction(s) (Instr. 3 and 4)		
				Code	V	Amount	(D)	Price	(msu. 3 and 4)		
Common	04/20/2006	04/24/	2006	I (1)	V	13	٨	\$	1 3/12	D	

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

04/24/2006

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SEC 1474

(9-02)

D

4,342

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	2.	3. Transaction Date		4.	5.	6. Date Exerc		7. Titl		8. Price of	9. Nu
Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transacti Code (Instr. 8)	ofNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			Amou Under Securi (Instr.	rlying	Derivative Security (Instr. 5)	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						
reporting 6 wher reduce, reduces	Director	10% Owner	Officer	Other			
LEARN EDWARD L 111 LEGION HEIGHTS ROAD ELKLAND, PA 16920	X						

Signatures

Kathleen M. Osgood for Edward L. Learn under Power of Attorney dated 9/20/01

05/11/2006

**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) Dividend of 4/20/06 posted to D/R Account on 4/24/06

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.

Reporting Owners 2