Edgar Filing: TOWNER JAMES E - Form 4

TOWNER J	AMES E										
Form 4 January 05,	2007										
FORN	лл								OMB AF	PROVAL	
	UNITED	STATES		RITIES A			ANGE CO	OMMISSION	OMB Number:	3235-0287	
Check th if no lon	cor								Expires:	January 31, 2005	
subject to STATEMENT OF C. Section 16. Form 4 or				NGES IN SECUF		FICIA	AL OWN	ERSHIP OF	Estimated average burden hours per response		
Form 5 obligation may con <i>See</i> Instr 1(b).	tinue. Section 17	(a) of the l	Public U	tility Hol	ding Co	mpan	•	Act of 1934, 1935 or Section	I		
(Print or Type	Responses)										
TOWNER JAMES E Symbol CITIZ				I ZENS & NORTHERN CORP				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
<u> </u>			[CZNC	-							
			Day/Year)				_X_Director10% Owner Officer (give titleOther (specify below) below)				
	(Street)			endment, Dannent, Dannen, Danne	-	al	A	5. Individual or Joi Applicable Line) _X_ Form filed by O	ne Reporting Per	rson	
CLARK SU	JMMIT, PA 1841	1					Ī	Form filed by Mo Person	ore than One Re	porung	
(City)	(State)	(Zip)	Tab	le I - Non-I	Derivative	e Secu	rities Acqui	ired, Disposed of,	or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deem Execution any (Month/D	Date, if	3. Transactio Code (Instr. 8)		sed of		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6.7. Nature ofOwnershipIndirectForm:BeneficialDirect (D)Ownershipor Indirect(Instr. 4)(I)(Instr. 4)		
Common				Code V	Amount	(D)	Price	(IIISU. 5 and 4)			
Stock	01/03/2007			A <u>(1)</u>	30	D	\$ 22.325	18	D		
Common Stock	01/03/2007			A <u>(2)</u>	86	А	\$ 22.325	104 (3)	D		
Common Stock	01/03/2007			J <u>(4)</u>	30	А	\$ 22.325	6,724	D		
Common Stock	01/04/2007			J <u>(5)</u>	18	А	\$ 22.4956	6,742 <u>(6)</u>	D		

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 Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Securi (Instr.	int of lying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne 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		
TOWNER JAMES E 1116 OAKMONT ROAD CLARK SUMMIT, PA 18411	Х					

Signatures

Mark A. Hughes for James E. Towner under Power of Attorney dated 9/20/01

**Signature of Reporting Person

01/05/2007

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 Independent Directors Stock Incentive Plan
- (2) Award of Restricted Stock
- (3) Total Restricted Stock Holdings
- (4) Restricted Stock reissued to personal holdings
- (5) Fees directed to purchase stock thru D/R Account under Director Fee Election Policy Rule 13b-13(d) Plan
- (6) Total Holdings, including shares received as 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, see Instruction 6 for procedure.

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