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CITIZENS & NORTHERN CORP Form 4 November 30, 2007 OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Mattie Raymond R Issuer Symbol **CITIZENS & NORTHERN CORP** (Check all applicable) [CZNC] (Last) (First) (Middle) 3. Date of Earliest Transaction X_ Director 10% Owner Officer (give title Other (specify (Month/Day/Year) below) below) 622 STATE ROUTE 864 11/28/2007 (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 Form filed by More than One Reporting MONTOURSVILLE, PA 17754 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 2. Transaction Date 2A. Deemed 7. Nature of 1.Title of 3. 4. Securities Acquired (A) 5. Amount of 6. Security (Month/Day/Year) Execution Date, if Transaction Disposed of (D) Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial any (Month/Day/Year) (Instr. 8) Owned Direct (D) Ownership Following or Indirect (Instr. 4) Reported (\mathbf{I}) (A) Transaction(s) (Instr. 4) or (Instr. 3 and 4) Code V Amount (D) Price Common \$ 11/28/2007 **J**(1) 62 1.102 D А Stock 18.4176

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)

Derivative			Year) Execution Date, if		TransactionNumber Code of		Expiration Date (Month/Day/Year)		ount of	Derivative	Deriv Secu
Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)			e S	/ 1 cal)	Secu	erlying rities r. 3 and 4)	Security (Instr. 5)	Secu Bene Own Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
Repo	orting O	wners									
Reporti	ing Owner Nam	e / Address	Relationships								
		Direc	ctor 10% Owner	Officer	Other						
	Raymond R		_								
622 STA	ATE ROUTE	864 X	K								

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4.

5.

6. Date Exercisable and

Signatures

MONTOURSVILLE, PA 17754

1. Title of 2.

Jessica R. Brown for Raymond R. Mattie under Power of Attorney dated 11/30/2007 4/24/2007

**Signature of Reporting Person

Explanation of Responses:

If the form is filed by more than one reporting person, see Instruction 4(b)(v).

3. Transaction Date 3A. Deemed

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Fees directed to purchase stock thru D/R Account under Director Fee Election Policy - Rule 13b-13(d) Plan

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.

8. Price of

9. Nt

7. Title and

Date