Raup George Form 4 December 30, 2009

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

January 31, 2005

0.5

Estimated average burden hours per

OMB APPROVAL

response...

subject to Section 16. Form 4 or Form 5 obligations

Check this box

if no longer

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

2. Issuer Name and Ticker or Trading

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

Common

Common

Stock

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person *

12/29/2009

Raup George			ORTHERN CORP	(Check all applicable)			
(First) (1	(Month/I	3. Date of Earliest Transaction (Month/Day/Year) 12/29/2009			Director 10% Owner _X_ Officer (give title Other (specify below) EVP & CIO		
(Street) PORT, PA 16915	Filed(Mo	· ·	Č	Applicable Line) _X_ Form filed by 0 Form filed by M	One Reporting Pe	rson	
(State)	(Zip) Tab	le I - Non-D	Perivative Securities Acq	uired, Disposed of	f, or Beneficial	ly Owned	
		Code (Instr. 8)	(Instr. 3, 4 and 5) (A) or	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
	(First) (Page 1992) (Street) PORT, PA 16915 (State) 2. Transaction Date	CITIZE [CZNC (First) (Middle) 3. Date o (Month/I 12/29/2 (Street) 4. If Ame Filed(Month) PORT, PA 16915 (State) (Zip) Tabi 2. Transaction Date (Month/Day/Year) 2A. Deemed (Month/Day/Year) Execution Date, if any	CITIZENS & NO [CZNC] (First) (Middle) 3. Date of Earliest Tr (Month/Day/Year) 12/29/2009 (Street) 4. If Amendment, Da Filed(Month/Day/Year) PORT, PA 16915 (State) (Zip) Table I - Non-E 2. Transaction Date 2A. Deemed 3. (Month/Day/Year) Execution Date, if Transaction any Code (Month/Day/Year) (Instr. 8)	CITIZENS & NORTHERN CORP [CZNC] (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) 12/29/2009 (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) PORT, PA 16915 (State) (Zip) Table I - Non-Derivative Securities Acquired (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) any Code (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8)	CITIZENS & NORTHERN CORP [CZNC] (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) 192 12/29/2009 (Street) 4. If Amendment, Date Original 6. Individual or Journal Filed(Month/Day/Year) PORT, PA 16915 (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of Month/Day/Year) 2. Transaction Date (Month/Day/Year) 3. 4. Securities Acquired, Disposed of Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities any Code (Instr. 3, 4 and 5) Beneficially Owned Following Reported Transaction(s) (Instr. 8)	CITIZENS & NORTHERN CORP [CZNC] (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) 3. Date of Earliest Transaction (Month/Day/Year) 4. If Amendment, Date Original Filed(Month/Day/Year) 5. Applicable Line (Month/Day/Year) 6. Individual or Joint/Group Filin Applicable Line (Month/Day/Year) 7. Form filed by One Reporting Person 7. Form filed by More than One Reperson 7. Applicable Line (Month/Day/Year) 8. A Securities Acquired, Disposed of, or Beneficial 7. Transaction Date (Month/Day/Year) 8. Execution Date, if Transaction(A) or Disposed of (D) Securities Ownership any (Month/Day/Year) (Instr. 3, 4 and 5) 8. A Securities Acquired (Month/Day/Year) (Instr. 8) 6. Owned (D) or Following Indirect (I) Reported (Instr. 4) Transaction(s) (Instr. 3 and 4)	

V Amount

J(1)

(D)

Price

17.01

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.

316 (2)

 $2,078 \frac{(3)}{}$

D

D

Edgar Filing: Raup George - Form 4

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		4.	5.	6. Date Exer		7. Title		8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secur
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	*	Title Num	Number		
						Excicisable	Date		of		
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address Officer Other Director 10% Owner

Raup George

P.O. BOX 492 **EVP & CIO**

COUDERSPORT, PA 16915

Signatures

Teri L. Mitchell for George M. Raup under Power of Attorney dated 07/23/09

12/30/2009

**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 12/29/09 posted to D/R Account
- (2) Total Retirement Plan Holdings
- (3) Total Holdings including Retirement Plan shares, but not Restricted Stock

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