Mattie Raymond R Form 4 January 06, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL OMB

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SECURITIES 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)

Mattie Raymond R Issuer Symbol CITIZENS & NORTHERN CORP (Check all applicable) [CZNC] (Last) (First) (Middle) 3. Date of Earliest Transaction _X__ Director 10% Owner _ Other (specify Officer (give title (Month/Day/Year) below) 622 STATE ROUTE 864 01/05/2010

2. Issuer Name and Ticker or Trading

(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

5. Relationship of Reporting Person(s) to

MONTOURSVILLE, PA 17754

(State)

(Zip)

(City)

1. Name and Address of Reporting Person *

(City)	(State) (Z	Zip) Table	I - Non-Do	erivative S	Securi	ties Ac	quired, Disposed	of, or Beneficia	lly Owned
1.Title of Security	2. Transaction Date (Month/Day/Year) 2A. Deemed Execution Date, i any (Month/Day/Year)		3. Transactio	4. Securities on Acquired (A) or			5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect
(Instr. 3)		•	Code	Disposed of (D)		Beneficially	(D) or	Beneficial	
		(Month/Day/Year)	(Instr. 8)	(Instr. 3,	4 and	5)	Owned Following	Indirect (I) (Instr. 4)	Ownership (Instr. 4)
					(Δ)		Reported Transaction(s)	(111511. 4)	(msu. 4)
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common Stock	01/05/2010		A(1)	60	D	\$ 9.7	82	D	
Common Stock	01/05/2010		J(2)	60	A	\$ 9.7	8,124 <u>(3)</u>	D	

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)

1. Title of	2.	3. Transaction Date		4.	5.	6. Date Exer		7. Title a		8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if		onNumber	Expiration D		Amount		Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	_	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)	Bene
	Derivative	vative Securities					(Instr. 3	and 4)		Own	
	Security				Acquired						Follo
	,				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
		(Instr. 3,								(IIISti	
					4, and 5)						
								A	mount		
						D.	E	01	r		
						Date Exercisable	Expiration Date	Title Number of	umber		
				Code V	(A) (D)				hares		

Reporting Owners

Relationships Reporting Owner Name / Address 10% Owner Officer Other Director Mattie Raymond R

622 STATE ROUTE 864 X MONTOURSVILLE, PA 17754

Signatures

Teri L. Mitchell for Raymond R. Mattie under Power of Attorney dated 07/23/09.

01/06/2010

**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 Independent Directors Stock Incentive Plan
- (2) Restricted Stock reissued to personal holdings
- (3) 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. 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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