DECAMP R ROBERT

Form 5

February 16, 2010

FORM 5

OMB APPROVAL

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

3235-0362 Number: January 31,

1.0

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

Check this box if

Expires: 2005 Estimated average

OMB

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

burden hours per response...

may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

Reported 30(h) of the Investment Company Act of 1940 Form 4

Transactions Reported

1. Name and Address of Reporting Person * DECAMP R ROBERT

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

below)

Symbol

CITIZENS & NORTHERN CORP

[CZNC]

(Middle) (Last) (First)

3. Statement for Issuer's Fiscal Year Ended

X Director Officer (give title

10% Owner Other (specify

(Month/Day/Year) 12/31/2009

PO BOX 57

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

WELLSBORO, Â PAÂ 16901

X Form Filed by One Reporting Person Form Filed by More than One Reporting

below)

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

(Month/Day/Year) Execution Date, if

2. Transaction Date 2A. Deemed

(Month/Day/Year)

3. Transaction Code (Instr. 8)

4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned at end of Issuer's

6. Ownership Form: Direct (D) or Indirect (I)

(Instr. 4)

7. Nature of Indirect Beneficial Ownership (Instr. 4)

Amount (D) Price

(A)

Fiscal Year or (Instr. 3 and 4)

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

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SEC 2270 (9-02)

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	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Derivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)
(Instr 3)	Price of		(Month/Day/Year)	(Instr 8)	Acquired (A)		

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	Derivative Security			or Disposed of (D) (Instr. 3, 4, and 5)						
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amoun or Numbe of Shares
Director Stock Options (Right to Buy)	\$ 18.0267 (1)	04/15/1997	Â	A4	300 (1)	Â	04/15/1997	04/15/2007	Common Stock	300
Director Stock Options (Right to Buy)	\$ 18.0267 (1)	07/20/2006	Â	M4 (2)	Â	300 (1)	04/15/1997	04/15/2007	Common Stock	300
Director Stock Options (Right to Buy)	\$ 36.5	04/21/1998	Â	A4	200	Â	04/21/1998	04/21/2008	Common Stock	200
Director Stock Options (Right to Buy)	\$ 36.5	05/01/1998	Â	M4 (2)	Â	200	04/21/1998	04/21/2008	Common Stock	200
Director Stock Options (Right to Buy)	\$ 22.0833 (1)	04/20/1999	Â	A4	300 (1)	Â	04/20/1999	04/20/2009	Common Stock	300
Director Stock Options (Right to Buy)	\$ 22.0833 (1)	04/20/2009	Â	J <u>(3)</u>	Â	300 (1)	04/20/1999	04/20/2009	Common Stock	300
Director Stock Options (Right to Buy)	\$ 16.6667 (1)	04/18/2000	Â	A4	300 (1)	Â	04/18/2000	04/18/2010	Common Stock	300
Director Stock Options (Right to	\$ 16.6667 (1)	07/20/2006	Â	M4 (2)	Â	300	04/18/2000	04/18/2010	Common Stock	300

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\$ 14.1667 (1)	04/17/2001	Â	A4	228 (1)	Â	04/17/2001	04/17/2011	Common Stock	228
\$ 14.1667 (1)	07/20/2006	Â	M4 (2)	Â	228 (1)	04/17/2001	04/17/2011	Common Stock	228
\$ 17 <u>(1)</u>	01/02/2002	Â	A4	537 (1)	Â	01/02/2002	01/02/2012	Common Stock	537
\$ 17 <u>(1)</u>	07/20/2006	Â	M4 (2)	Â	537 (1)	01/02/2002	01/02/2012	Common Stock	537
\$ 20.7333 (1)	01/02/2003	Â	A4	411	Â	01/02/2003	01/02/2013	Common Stock	411
\$ 26.59	01/02/2004	Â	A4	327	Â	01/02/2004	01/02/2014	Common Stock	327
\$ 27	01/03/2005	Â	A4	473	Â	01/03/2005	01/03/2015	Common Stock	473
\$ 22.325	01/03/2007	Â	A4	538	Â	01/03/2007	01/03/2017	Common Stock	538
\$ 17.5	01/03/2008	Â	A4	679	Â	01/03/2008	01/03/2018	Common Stock	679
	\$ 14.1667 \$ 17 (1) \$ 17 (1) \$ 20.7333 (1) \$ 26.59 \$ 27	(i)	(i) 04/17/2001 A \$ 14.1667 07/20/2006 Â \$ 17 (ii) 01/02/2002 Â \$ 17 (iii) 07/20/2006 Â \$ 20.7333 01/02/2003 Â \$ 26.59 01/02/2004 Â \$ 27 01/03/2005 Â	\$\frac{14}{1} \frac{10}{1} \text{04}/17/2001 \text{A} \text{A4} \\ \$\frac{14}{1} \frac{10}{1} \text{01}/02/2002 \text{A} \text{A4} \\ \$\frac{17}{10} \text{07/20/2006} \text{A} \text{A4} \\ \$\frac{17}{10} \text{07/20/2006} \text{A} \text{A4} \\ \$\frac{20.7333}{10} \text{01/02/2003} \text{A} \text{A4} \\ \$\frac{26.59}{20.7333} \text{01/02/2004} \text{A} \text{A4} \\ \$\frac{22.325}{1000000000000000000000000000000000000	(i) 04/17/2001 A A4 (i) \$ 14.1667 07/20/2006 Â M4 (2) Â \$ 17 (1) 01/02/2002 Â A4 (2) Â \$ 17 (1) 07/20/2006 Â M4 (2) Â \$ 20.7333 01/02/2003 Â A4 (1) \$ 26.59 01/02/2004 Â A4 327 \$ 27 01/03/2005 Â A4 538	(i) 04/17/2001 A A4 (ii) A \$ 14.1667 07/20/2006 Â M4 (2) Â 228 (ii) \$ 17 (ii) 01/02/2002 Â A4 (2) Â 537 (ii) Â \$ 17 (ii) 07/20/2006 Â M4 (2) Â 537 (ii) \$ 20.7333 01/02/2003 Â A4 (3) A4 (2) Â \$ 26.59 01/02/2004 Â A4 A4 327 Â \$ 27 01/03/2005 Â A4 A4 538 Â	\$\frac{11}{0}\$ \ \ \frac{04}{17/2001} \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \	$\begin{array}{cccccccccccccccccccccccccccccccccccc$	Φ 04/17/2001 A A4 Φ A 04/17/2001 04/17/2011 Stock \$14.1667 07/20/2006 Â M4 (2) Â 228 04/17/2001 04/17/2001 04/17/2011 Common Stock \$17 (0) 01/02/2002 Â A4 537 01/02/2002 01/02/2002 01/02/2012 Common Stock \$17 (0) 07/20/2006 Â M4 (2) Â 537 01/02/2002 01/02/2002 01/02/2012 Common Stock \$20.7333 01/02/2003 Â A4 411 01 01 01/02/2003 A 01/02/2003 01/02/2013 Common Stock \$26.59 01/02/2004 Â A4 327 01/02/2004 01/02/2004 01/02/2014 Common Stock \$27 01/03/2005 Â A4 473 01/03/2005 01/03/2005 01/03/2015 Common Stock \$22.325 01/03/2007 Â A4 538 01/03/2008 01/03/2007 01/03/2017 Common Stock

Director Stock

Options \$ 19.88 01/05/2009 Â A4 1,341 Â 01/05/2009 01/05/2019 Common Stock

(Right to Buy)

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

DECAMP R ROBERT

PO BOX 57 \hat{A} \hat{A} \hat{A} \hat{A}

WELLSBORO, PAÂ 16901

Signatures

Jessica R. Brown for R. Robert DeCamp under Power of Attorney dated 8/23/07.

**Signature of Reporting Person

Date

1,34

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) Exercise prices and number of options shares adjusted for 2003 stock split.
- (2) Acquisition of shares pursuant to options exercised previously reported in Table I; however, the exercise was not reported in Table II.
- (3) Expiration of director stock option without value exempt under Rule 16b-6(d).

Â

Remarks:

Mr. DeCamp retired as a Director on April 21, 2009. Â This form only includes transactions require

Note: File three copies of this Form, one of which must be manually signed. If space provided 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 4