Edgar Filing: LITCHFIELD CRAIG G - Form 4/A

LITCHFIELD	O CRAIG G									
Form 4/A										
February 23, 2	2010									
FORM	4		CECUDI				COMUSSION	r	PPROVAL	
Washington, D.C. 20549								OMB Number:	3235-0287	
	Check this box if no longer whist to STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF						Expires:	January 31, 2005		
subject to Section 16 Form 4 or	JES IN B SECURI		Estimated a burden hou response	average Irs per						
Form 5 obligations may contin <i>See</i> Instruct 1(b).	s Section 17(a)	of the P	ublic Uti	lity Holdi	ng Com		ge Act of 1934, of 1935 or Sectio 940	'n		
(Print or Type Re	esponses)									
1. Name and Address of Reporting Person <u></u> LITCHFIELD CRAIG G			2. Issuer Name and Ticker or Trading Symbol CITIZENS & NORTHERN CORP				5. Relationship of Reporting Person(s) to Issuer			
		[CZNC]				(Check all applicable)				
(Last) 33 WEST AV	, , , , , , , , , , , , , , , , , , ,		3. Date of Earliest Transaction (Month/Day/Year) 01/04/2010				_X_ Director10% Owner _X_ Officer (give title Other (specify below) below)			
JJ WLJI A		01/04/2010				President & C.E.O.				
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year) 01/05/2010				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 			
WELLSBOR	RO, PA 16901						Person		porting	
(City)	(State) (Z	Zip)	Table	I - Non-De	erivative S	ecurities Ac	equired, Disposed o	f, or Beneficial	lly Owned	
(Instr. 3) any		Execution any			4. Securit nAcquired Disposed (Instr. 3, -	(A) or of (D)	Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock				Code V	Amount	(D) Price		D		
Common Stock							13,336 <u>(2)</u>	Ι	By ESOP	
Common Stock							2,467 <u>(3)</u>	I	By Wife	
Common Stock							4,162 <u>(4)</u>	Ι	By Wife's ESOP	

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	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Tit	le and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amou	unt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Unde	rlying	Security	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	rities	(Instr. 5)	Bene
	Derivative				Securities			(Instr	. 3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration	T .'.1	or N 1		
						Exercisable	Date	Title	Number		
					(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address		Re		
	Director	10% Owner	Officer	Other
LITCHFIELD CRAIG G 33 WEST AVENUE WELLSBORO, PA 16901	Х		President & C.E.O.	
Signatures				

Jessica R. Brown for Craig G. Litchfield under Power of Attorney dated 02/23/2010
**Signature of Reporting Person
Date

mation of Decrements

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) The Form 4 being amended unnecessarily reported vesting of shares of restricted stock, which are included in total direct holdings reported. Direct holdings as of the date of the report being amended totalled 35,750 shares.
- (2) Previously reported as direct holdings.
- (3) The Form 4 being amended unnecessarily reported vesting of shares of restricted stock, which are included in total indirect holdings by wife. Indirect holdings by wife as of the date of the report being amended totalled 2,467 shares.
- (4) Previously reported as indirect holdings by wife.

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.