## Edgar Filing: BEARDSLEE DENNIS - Form 4

| BEARDSLEE DENNIS   |  |  |  |  |
|--|--|--|--|--|
| Form 4   |  |  |  |  |
| May 12, 2010   |  |  |  |  |
| FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION  | OMB APPROVAL   |  |  |  |
| UNITED STATES SECURITIES AND EXCHANGE COMMISSION   | OMB 3235-0287  |  |  |  |
| Check this box Washington, D.C. 20549  | Number:  |  |  |  |
| if no longer   | Expires: January 31,<br>2005                               |  |  |  |
| subject to STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF   | Estimated average burden hours per                         |  |  |  |
| Section 16. SECURITIES   |  |  |  |  |
| Form 4 or<br>Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  | response 0.5   |  |  |  |
| obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section   | n  |  |  |  |
| may continue. $20(h)$ of the Investment Company Act of 1040  | 11   |  |  |  |
| <i>See</i> Instruction 30(ff) of the Investment Company Act of 1940<br>1(b).   |  |  |  |  |
|  |  |  |  |  |
| (Print or Type Responses)  |  |  |  |  |
|  |  |  |  |  |
|  | Reporting Person(s) to                                     |  |  |  |
| BEARDSLEE DENNIS Symbol Issuer   |  |  |  |  |
| CITIZENS & NORTHERN CORP   | (Check all applicable)                                     |  |  |  |
| [CZNC]   |  |  |  |  |
| (Last) (First) (Middle) 3. Date of Earliest TransactionX_Director  | 10% Owner  |  |  |  |
| (Wonth/Day/Tear) below)  | Officer (give titleOther (specify below) below)            |  |  |  |
| 155 CHESTNUT STREET 05/11/2010   |  |  |  |  |
| (Street) 4. If Amendment, Date Original 6. Individual or Jo  | 6. Individual or Joint/Group Filing(Check                  |  |  |  |
| Filed(Month/Day/Year) Applicable Line)   | Applicable Line)<br>_X_ Form filed by One Reporting Person |  |  |  |
|  | fore than One Reporting                                    |  |  |  |
| Person   |  |  |  |  |
| (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of   | , or Beneficially Owned                                    |  |  |  |
| 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) 5. Amount of   | 6. 7. Nature of  |  |  |  |
| Security (Month/Day/Year) Execution Date, if Transactioner Disposed of (D) Securities  | Ownership Indirect   |  |  |  |
| (Instr. 3)anyCode(Instr. 3, 4 and 5)Beneficially(Month/Dav/Year)(Instr. 8)Owned  | Form: Beneficial   |  |  |  |
| (Month/Day/Year) (Instr. 8) Owned<br>Following   | Direct (D) Ownership<br>or Indirect (Instr. 4)             |  |  |  |
| Reported   | (I)  |  |  |  |
| (A) Transaction(s)<br>or (A)   | (Instr. 4)   |  |  |  |
| Code V Amount (D) Price (Instr. 3 and 4)   |  |  |  |  |
| C - market and the second seco |  |  |  |  |
| Common<br>Stock 05/11/2010 P 15 A \$ 9,252   | D  |  |  |  |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

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| I | 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transacti<br>Code<br>(Instr. 8) | YransactionNumberExpiration DateCodeof(Month/Day/Year) |                     | ate                | Secur | unt of<br>rlying                       | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secu<br>Bene<br>Owne<br>Follo<br>Repo<br>Trans<br>(Instr |
|---|---|---|---|---|---------------------------------------|--|---------------------|--------------------|-------|--|---|--|
|   |   |   |   |   | Code V                                | (A) (D)  | Date<br>Exercisable | Expiration<br>Date | Title | Amount<br>or<br>Number<br>of<br>Shares |   |  |

## **Reporting Owners**

| <b>Reporting Owner Name / Address</b>                     |                        | Relationsh | nips    |       |
|---|------------------------|------------|---------|-------|
|   | Director               | 10% Owner  | Officer | Other |
| BEARDSLEE DENNIS<br>155 CHESTNUT STREET<br>TROY, PA 16947 | Х                      |            |         |       |
| Signatures  |                        |            |         |       |
| Teri L. Mitchell for Dennis F. 1<br>07/23/09              | orney dated 05/12/2010 |            |         |       |

\*\*Signature of Reporting Person

## **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).

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.

Date