Edgar Filing: BESSE DAWN A - Form 4

| BESSE DA | WN A | | | | | | | | | | | | |
|--|----------------------|-----------------------|------------------------------------|---|----------|------------------------------------|--------|--|---|---------------------|-------------------------|--|--|
| Form 4 | | | | | | | | | | | | | |
| October 18, | 2010 | | | | | | | | | | | | |
| FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION | | | | | | | | | OMB APPROVAL | | | | |
| UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 | | | | | | | | OMMISSION | OMB Number: | 3235-0287 | | | |
| Check the | | | _ | | Expires: | January 31, | | | | | | | |
| if no lor subject | | MENT O | F CHAN | IGES | IN | Expires: 2005 Estimated average | | | | | | | |
| Section | | SEC | CUR | RITIES | | | rs per | | | | | | |
| Form 4 | | | | | | | | | | response | 0.5 | | |
| Form 5 obligation | | | | | | | | • | Act of 1934, | | | | |
| may cor | | | | • | | • | - | • | 1935 or Section | 1 | | | |
| See Inst | ruction | 30(h) | of the li | ivestn | ient | Compa | ny Ao | ct of 194 | 0 | | | | |
| 1(b). | | | | | | | | | | | | | |
| (Print or Type | Responses) | | | | | | | | | | | | |
| 1 Nama and | Address of Deporting | Darson * | 0 T | | | | | | 5 Deletionship of | Doporting Dorg | on(s) to | | |
| BESSE DA | Address of Reporting | | | er Name | e and | I Ticker o | r Trad | 8 | 5. Relationship of Reporting Person(s) to Issuer | | | | |
| DLOGL | | | Symbol CITIZENS & NORTHERN CORP | | | | | | | | | | |
| | | | [CZNC | | | | NN C | UKF | (Check | all applicable |) | | |
| (I +) | (Einst) | | - | - | | | | | Dimenter | 100 | 0 | | |
| (Last) | (First) (| (Middle) | 3. Date of Earliest Transaction | | | | | | Director 10% Owner X_ Officer (give title Other (specify | | | | |
| 726 FISCHLER STREET EXT | | | (Month/Day/Year) 10/15/2010 | | | | | | below) below) Executive Vice President | | | | |
| ,20115011 | | | | | | | | | Executiv | ve Vice Preside | ent | | |
| | (Street) | | | | | | | | 6. Individual or Joint/Group Filing(Check | | | | |
| | | Filed(Month/Day/Year) | | | | | | Applicable Line) _X_ Form filed by One Reporting Person | | | | | |
| WELLSBO | DRO, PA 16901 | | | | | | | | Form filed by M | | | | |
| WELLODC | JKO, I A 10901 | | | | | | | | Person | | | | |
| (City) | (State) | (Zip) | Tab | le I - N | on-E | Derivative | Secu | rities Acqu | iired, Disposed of, | or Beneficial | ly Owned | | |
| 1.Title of | 2. Transaction Date | e 2A. Deen | ned | 3. 4. Securities Acquired (A Transactionor Disposed of (D) | | | | |) 5. Amount of | 6. | 7. Nature of | | |
| Security | (Month/Day/Year) | | Date, if | | | | | | Securities | Ownership | Indirect | | |
| (Instr. 3) | | any (Month/D | av/Year) | Code (Instr. | 8) | (Instr. 3, | 4 and | 5) | Beneficially Owned | Form: Direct (D) | Beneficial Ownership | | |
| | | (month/D | uy/icui) | (mou. | 0) | | | | Following | or Indirect | (Instr. 4) | | |
| | | | | | | | (A) | | Reported | (I) | | | |
| | | | | | | | or | | Transaction(s) (Instr. 3 and 4) | (Instr. 4) | | | |
| ~ | | | | Code | V | Amount | (D) | Price | (Instr. 5 and 4) | | | | |
| Common | | | | | | | | | 1,649 | D | | | |
| Stock | | | | | | | | | | | | | |
| Common | 10/15/2010 | | | J <u>(1)</u> | V | 22 | А | \$ | 2,572 | Ι | By ESOP | | |
| Stock | 10/13/2010 | | | <u> </u> | v | | 11 | 11.7676 |) | 1 | Dy 1501 | | |
| | | | | | | | | | | | | | |

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.

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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 Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transactic Code (Instr. 8) | 5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | ate | Amou Unde Secur | le and int of rlying ities . 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr |
|---|---|---|---|--|---|---------------------|--------------------|-----------------------|---|---|---|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | | |
|--------------------------------|---------------|-----------|---------|-------|--|--|--|--|
| | Director | 10% Owner | Officer | Other | | | | |
| BESSE DAWN A | Executive | | | | | | | |
| 726 FISCHLER STREET EXT | Vice | | | | | | | |
| WELLSBORO, PA 16901 | President | | | | | | | |
| Signatures | | | | | | | | |
| | | | | | | | | |

Teri L. Mitchell for Dawn E. Besse under Power of Attorney dated 07/23/09

**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).

(1) Dividend of 08/13/10 posted to D/R Account

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.

10/18/2010

Date