Edgar Filing: LAMBERT LEO F - Form 4

LAMBER Form 4	Γ LEO F												
May 17, 20)11												
FOR	M 4 united	STATES	SECU	RITI	ES	AND EX	ксн	ANGE C	OMMISSION		APPROVAL		
<i></i>		SIAILS				n, D.C. 2			01411411551014	OMB Number:	3235-0287		
Check if no lo	this box			NOE	1 T.					Expires:	January 31, 2005		
subject Sectior Form 4 Form 5	to SIAIE . 116. For			SE	CU	RITIES			ERSHIP OF	Estimated burden ho response.	l average ours per		
-	ione	(a) of the	Public V	Utility	Ho	lding Co	mpa	•	1935 or Sectio	n			
(Print or Type	e Responses)												
LAMBERT LEO F S			Symbol	2. Issuer Name and Ticker or Trading Symbol CITIZENS & NORTHERN CORP					5. Relationship of Reporting Person(s) to Issuer				
				C]	x 11	OKIIL		JONI	(Check all applicable)				
(Last) PO BOX 3	, , , , , , , , , , , , , , , , , , ,	(Middle)	3. Date (Month 05/13/	/Day/Ye		Fransactio	n		X Director Officer (give below)		0% Owner ther (specify		
	(Street)			nendme		Date Origii ar)	nal		6. Individual or Jo Applicable Line)				
DUSHOR	E, PA 18614								_X_ Form filed by 0 Form filed by M Person				
(City)	(State)	(Zip)	Ta	ble I - N	Non	-Derivativ	e Seci	urities Acq	uired, Disposed of	f, or Benefici	ally Owned		
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)					4. Securi onor Dispos (Instr. 3,	sed of 4 and (A)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			
				Code	v	Amount	or (D)	Price	(Instr. 3 and 4)				
Common				р		13		¢ 1C 01	9,561	D			
Stock	05/13/2011			Р		15	А	\$ 16.01	9,501	D			
Stock Common Stock	05/13/2011 05/13/2011			P		22	A A	\$ 16.01 \$ 16.4829	9,583	D			
Common				Р	V			\$					
Common Stock Common	05/13/2011			Р	V	22	A	\$ 16.4829	9,583	D	By Corporation		

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Date

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. T	5.	6. Date Exerc		7. Titl		8. Price of	9. Nu
Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transact Code (Instr. 8)	orNumber of Derivative Securities Acquired (A) or Disposed of (D)	;		Amou Under Securi (Instr.	lying	Derivative Security (Instr. 5)	Deriv Secur Bene Owne Follo Repo Trans (Instr
					(Instr. 3, 4, and 5)						(IIISU
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships					
1	Director	10% Owner	Officer	Other		
LAMBERT LEO F PO BOX 345 DUSHORE, PA 18614	Х					
Signatures						

Jessica R. Brown for Leo F. Lambert under Power of Attorney dated 05/17/2011 08/23/2007.

Explanation of Responses:

If the form is filed by more than one reporting person, see Instruction 4(b)(v).

**Signature of Reporting Person

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Dividend of 05/13/11 Posted to D/R account. (1)

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.