## Edgar Filing: HUGHES MARK A - Form 4

December 04, 2012 FORM 4 Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940							OMB APPROVAL OMB 3235-0287			
							Number:January 31,Expires:2005Estimated averageburden hours perresponse0.5			
HUGHES MARK A Symbol CITL			bol IZENS & NORTHERN CORP				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(N	Ionth/Day/Year)	Transaction			Director 10% Owner _XOfficer (give titleOther (specify below) below) Exec. Vice Pres. & C.F.O.					
Filed(Mon			ıl		6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person					
01						ore than One Rej	porting			
(Zip)	Table I - Non-	-Derivative	Secur	rities Acqu	ired, Disposed of,	or Beneficiall	y Owned			
(ear) Execution Da any	Code Year) (Instr. 8)	ionor Dispos (Instr. 3,	(A) or	(D) 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
		unit	(_)		13,043	D				
12/03/2012	$J_{\underline{(1)}}$ J	7 69	А	\$ 18.1344	5,134	Ι	By ESOP			
	TEMENT OF C d pursuant to Sec n 17(a) of the Pul 30(h) of orting Person <u>*</u> (Middle) 3. (Middle) 3. (N 12 4. Fi 01 (Zip) a Date 2A. Deemed (Zip) a Date 2A. Deemed Execution Da any (Month/Day/	Washington   TEMENT OF CHANGES IN SECU   d pursuant to Section 16(a) of to n 17(a) of the Public Utility Ho 30(h) of the Investmer   orting Person * 2. Issuer Name an Symbol CITIZENS & N [CZNC]   (Middle) 3. Date of Earliest *   (Month/Day/Year) 12/03/2012   4. If Amendment, I Filed(Month/Day/Year)   12/03/2012 4. If Amendment, I Filed(Month/Day/Year)   01 (Zip)   (Zip) Table I - Non Stream *   A Date 2A. Deemed 3.   (Aonth/Day/Year) (Instr. 8)   Code (Month/Day/Year)	Washington, D.C. 20   TEMENT OF CHANGES IN BENEF SECURITIES   d pursuant to Section 16(a) of the Securi n 17(a) of the Public Utility Holding Con 30(h) of the Investment Compar   orting Person <sup>*</sup> 2. Issuer Name and Ticker on Symbol CITIZENS & NORTHEF [CZNC]   (Middle) 3. Date of Earliest Transaction (Month/Day/Year) 12/03/2012   4. If Amendment, Date Origina Filed(Month/Day/Year)   01 (Zip)   (Zip) Table I - Non-Derivative   10 3. 4. Securi (car)   (Date 2A. Deemed 3. 4. Securi (month/Day/Year)   (Instr. 3, (Month/Day/Year) (Instr. 3, (Month/Day/Year)   Code V Amount	Washington, D.C. 20549   TEMENT OF CHANGES IN BENEFICIA SECURITIES   d pursuant to Section 16(a) of the Securities Fe n 17(a) of the Public Utility Holding Compan 30(h) of the Investment Company Ad   orting Person <sup>*</sup> 2. Issuer Name and Ticker or Tradi Symbol CITIZENS & NORTHERN C [CZNC]   (Middle) 3. Date of Earliest Transaction (Month/Day/Year) 12/03/2012   4. If Amendment, Date Original Filed(Month/Day/Year)   O1 (Zip)   (Zip) Table 1 - Non-Derivative Securities Ad (car)   Date 2A. Deemed 3. 4. Securities Ad (car)   O1 (Zip)   (Date 2A. Deemed 3. 4. Securities Ad (car)   (Zar) Execution Date, if Transactionor Disposed of any Code   (Month/Day/Year) (Instr. 3)   (Month/Day/Year) (Instr. 8)	Washington, D.C. 20549   TEMENT OF CHANGES IN BENEFICIAL OWN SECURITIES   d pursuant to Section 16(a) of the Securities Exchange in 17(a) of the Public Utility Holding Company Act of 1940   orting Person <sup>*</sup> 2. Issuer Name and Ticker or Trading Symbol CITTIZENS & NORTHERN CORP [CZNC]   (Middle) 3. Date of Earliest Transaction (Month/Day/Year) 12/03/2012   4. If Amendment, Date Original Filed(Month/Day/Year)   01 (Zip)   (Zip)   Table I - Non-Derivative Securities Acquired (A) (car)   (A) S   (Date 2A. Deemed   3. 4. Securities Acquired (A) (car)   (Zip)   Table I - Non-Derivative Securities Acquired (A) (car)   (Zip) Table I - Non-Derivative Securities Acquired (A) (car)   (Car) Execution Date, if   (Zip) Table I - Non-Derivative Securities Acquired (A) (car)   (Month/Day/Year) (Instr. 8)   (A) or   (A) or   (A) or   (A) or   (A) or   (Zip)   (A) or <td< td=""><td>Washington, D.C. 20549   TEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES   d pursuant to Section 16(a) of the Securities Exchange Act of 1934, n 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940   orting Person<sup>+</sup>   2. Issuer Name and Ticker or Trading Symbol   CITTZENS &amp; NORTHERN CORP [CZNC]   (Middle)   3. Date of Earliest Transaction (Month/Day/Year)   12/03/2012   4. If Amendment, Date Original Filed(Month/Day/Year)   A. Securities Acquired (A) S. Amount of Securities Beneficially Owned (A) Owned (B) Securities Beneficially Owned (B) Supported Transaction(S) (Instr. 8)</td><td>FED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 OMB Number:   TEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Expires: Estimated a burdreh hour response   d pursuant to Section 16(a) of the Securities Exchange Act of 1934, n 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940 5. Relationship of Reporting Pers Issuer   orting Person<sup>1</sup> 2. Issuer Name and Ticker or Trading Symbol CITTIZENS &amp; NORTHERN CORP [CZNC] 5. Relationship of Reporting Pers Issuer   (Middle) 3. Date of Earliest Transaction (Month/Day/Year) 12/03/2012 Director X. Officer (give title00th below) 10% Exec. Vice Pres. &amp; C.F. Form filed by One Reporting Pers .x. Form filed by One Reporting Pers. .x. Form filed Devers. .x. Form filed Devers. .x. For</td></td<>	Washington, D.C. 20549   TEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES   d pursuant to Section 16(a) of the Securities Exchange Act of 1934, n 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940   orting Person <sup>+</sup> 2. Issuer Name and Ticker or Trading Symbol   CITTZENS & NORTHERN CORP [CZNC]   (Middle)   3. Date of Earliest Transaction (Month/Day/Year)   12/03/2012   4. If Amendment, Date Original Filed(Month/Day/Year)   A. Securities Acquired (A) S. Amount of Securities Beneficially Owned (A) Owned (B) Securities Beneficially Owned (B) Supported Transaction(S) (Instr. 8)	FED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 OMB Number:   TEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Expires: Estimated a burdreh hour response   d pursuant to Section 16(a) of the Securities Exchange Act of 1934, n 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940 5. Relationship of Reporting Pers Issuer   orting Person <sup>1</sup> 2. Issuer Name and Ticker or Trading Symbol CITTIZENS & NORTHERN CORP [CZNC] 5. Relationship of Reporting Pers Issuer   (Middle) 3. Date of Earliest Transaction (Month/Day/Year) 12/03/2012 Director X. Officer (give title00th below) 10% Exec. Vice Pres. & C.F. Form filed by One Reporting Pers .x. Form filed by One Reporting Pers. .x. Form filed Devers. .x. Form filed Devers. .x. For			

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. Transactio Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Unde Secur	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu 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			
HUGHES MARK A 8839 ROUTE 6 WELLSBORO, PA 16901			Exec. Vice Pres. & C.F.O.				
Signatures							
Teri I Mitchell for Mark A H	lughes un	der Power of	Attorney dated				

Teri L. Mitchell for Mark A. Hughes 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).

Exempt aquisition in ESOP via dividend reinvestment under D/R plan (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.

12/04/2012 Date