CITIZENS & NORTHERN CORP

Form 4

February 19, 2014

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB Number:

5. Relationship of Reporting Person(s) to

12,958

1,457

1,387

D

I

I

By

Child

Corporation

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005

3235-0287

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

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

SECURITIES

burden hours per response... 0.5

Estimated average

See Instruction

30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

1(b).

Common

Common

Common

Stock

Stock

Stock

02/14/2014

02/14/2014

02/18/2014

(Print or Type Responses)

1. Name and Address of Reporting Person *

LAMBER'	T LEO F	Symbo	ENS & NORTHERN CORP	Issuer (Check all applicable)			
(/Day/Year)	_X_ Director 10% Owner Officer (give title below) Other (specify below)			
	(Street)		Ionth/Day/Year) Appl	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
DUSHOR	E, PA 18614		 -	Form filed by More than One Reporting Person			
(City)	(State)	(Zip) Ta	ble I - Non-Derivative Securities Acquired	l, Disposed of, or Beneficially Owned			
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) Own Follo (A) Or Transaction(A) or Disposed of (D) Secu Bene Con Follo Repor Tran	owing or Indirect (Instr. 4)			
Common Stock	02/18/2014		P 37 A \$ 12,8	330 D			

 $J^{(1)}$ V 128

P

V 19

18

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

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SEC 1474 (9-02)

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 Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
D	erivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Se	ecurity	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(I	nstr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(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)						
										Amount		
						Date	Expiration	Title	or Number			
							Exercisable	Date	Title			
				Codo V	(A) (D)				of Charac			
					Code v	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

LAMBERT LEO F
PO BOX 345

DUSHORE, PA 18614

Signatures

Teri L. Mitchell for Leo F. Lambert under Power of Attorney dated 07/23/09.

**Signature of Reporting Person Date

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 02/14/14 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.

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