CITIZENS & NORTHERN CORP

Form 4

January 08, 2015

FORM 4

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005

0.5

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

burden hours per response...

Estimated average

See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * D'Haene Shelley L			2. Issuer Name a Symbol	nd Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer			
		CITIZENS & N [CZNC]	NORTHERN CORP	(Check all applicable)				
(Last)	(First)	(Middle)	3. Date of Earliest	Transaction	Director	10% Owner e title Other (specify		
471 BAILEY ROAD			(Month/Day/Year)		below)	below)		
			01/05/2015		EVP			
(Street)			4. If Amendment,	Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Y	ear)	Applicable Line)			
					X Form filed by One Reporting Person			
LAWRENC	CEVILLE, PA	16929			Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table I - Nor	a-Derivative Securities Acq	quired, Disposed of	f, or Beneficially Owned		
1.Title of	2. Transaction	Date 2A. Deer	med 3.	4. Securities Acquired	5. Amount of	6. Ownership 7. Nature of		

1.11110 01	2. Hallsaction Date	ZA. Decilieu	٥.	4. Securi	ues A	cquireu	J. Alliount of	o. Ownership	7. Ivaluie of
Security	(Month/Day/Year)	Execution Date, if	Transactio	on(A) or Di	ispose	d of (D)	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	(Instr. 3,	4 and	5)	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)				Owned	Indirect (I)	Ownership
							Following	(Instr. 4)	(Instr. 4)
					()		Reported		
					(A)		Transaction(s)		
			C 1 W		or	ъ.	(Instr. 3 and 4)		
_			Code V	Amount	(D)	Price			
Common	01/05/2015		$A_{(1)}$	1,069	Α	\$	2,882	D	
Stock	01/03/2013		Λ <u>·</u>	1,007	А	21.04	2,002	D	
Common							2,580	Т	By ESOP
Stock							2,300	1	by ESOP

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.

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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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transacti	5. orNumber	6. Date Exerc Expiration D		7. Title		8. Price of Derivative	9. Nu Deriv
Security (Instr. 3)	or Exercise Price of Derivative Security	(Month/Day/Tear)	any (Month/Day/Year)	Code (Instr. 8)	of	(Month/Day/		Underly Securiti (Instr. 3	ying ies	Security (Instr. 5)	Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title N	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
• 0	Director	10% Owner	Officer	Other			
D'Haene Shelley L							
471 BAILEY ROAD			EVP				
LAWRENCEVILLE, PA 16929							

Signatures

Teri L. Mitchell for Shelley L. D'Haene under Power of Attorney dated 01/02/2013.

01/08/2015

**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) Award of Restricted Stock

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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