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CITIZENS & NORTHERN CORP  
Form 8-K  
October 12, 2004

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported) September 30, 2004  
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CITIZENS & NORTHERN CORPORATION  
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(Exact name of registrant as specified in its charter)

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|---|--|---|
| -----<br>Pennsylvania<br>-----<br>(State or other jurisdiction<br>of incorporation)           | -----<br>0-16084<br>-----<br>(Commission<br>File Number) | -----<br>23-2451943<br>-----<br>(I.R.S. Employer<br>Identification No.) |
| -----<br>90-92 Main Street, Wellsboro, PA<br>-----<br>(Address of Principal Executive Office) |  | -----<br>16901<br>-----<br>(Zip Code)                                   |

Registrant's telephone number, including area code (570) 724-3411  
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N/A  
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(Former name or former address, if changed since last report)

ITEM 2.02. RESULTS OF OPERATIONS AND FINANCIAL CONDITION

Citizens & Northern Corporation announced the unaudited, consolidated financial results for Citizens & Northern Corporation and subsidiaries for the three-month and nine-month periods ended September 30, 2004. On October 12, 2004, Citizens & Northern Corporation issued a press release titled "C&N Announces September 30, 2004 Unaudited Financial Results," a copy of which is filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference. Also on October 12, 2004, Citizens & Northern Corporation completed its "Quarterly Report," a report that includes unaudited financial information. The Quarterly Report will be mailed to shareholders with the quarterly dividend checks to be issued October 20, 2004. A copy of the Quarterly Report is filed as Exhibit 99.2 to this Current Report on Form 8-K and is incorporated herein by reference.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS

- (a) Not applicable.
- (b) Not applicable.
- (c) Exhibits.

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Exhibit 99.1: Press Release issued by Citizens & Northern Corporation dated October 12, 2004, titled "C&N Announces September 30, 2004 Unaudited Financial Results."

Exhibit 99.2: Quarterly Report, which includes unaudited financial information.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this Current Report on Form 8-K to be signed on its behalf by the undersigned, thereunto duly authorized.

CITIZENS & NORTHERN CORPORATION

Date: 10/12/04

By: /s/ Craig G. Litchfield

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Chairman, President and Chief Executive Officer