#### CITIZENS & NORTHERN CORP

Form 4

February 19, 2008

# FORM 4

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

**OMB APPROVAL** 

Section 16. 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

30(h) of the Investment Company Act of 1940

burden hours per response... 0.5

Estimated average

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * RUDY THOMAS L JR		2. Issuer Name and Ticker or Trading Symbol CITIZENS & NORTHERN CORP	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
		[CZNC]				
(Last) (First)	(Middle)	3. Date of Earliest Transaction	Director 10% Owner Officer (give title Other (specify			
12 GREENBRIAR DRIVE (Street)		(Month/Day/Year) 01/22/2008	below) below)  Executive Vice President			
		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person			
WELLSBORO, PA 1	6901		Form filed by More than One Reporting Person			

# (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) 5. Amount of 6. 7. Nature of Security (Month/Day/Year) Execution Date, if Transactionor Disposed of (D) Securities Ownership Indirect (Instr. 3) (Instr. 3) Beneficially Form: Beneficial

1.11116 01	2. Hallsaction Date	3. 4. Securities Acquired (A)				J. Amount of	0.	7. Ivature or	
Security	(Month/Day/Year)	Execution Date, if	Transactionor Disposed of (D)		Securities	Ownership	Indirect		
(Instr. 3)		any	Code	(Instr. 3, 4 and 5)		Beneficially	Form:	Beneficial	
`		(Month/Day/Year)	(Instr. 8)  Code V	Amount	(A) or (D)	Price	Owned Following Reported Transaction(s) (Instr. 3 and 4)	Direct (D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)
Common Stock	01/22/2008		A(1)	3	A	\$ 17.67	308 (2)	D	
Common Stock	01/22/2008		<u>J(1)</u>	15	A	\$ 17.67	1,587 <u>(3)</u>	D	
Common Stock	01/22/2008		<u>J(1)</u>	8	A	\$ 17.67	2,572	D	
Common Stock	01/22/2008		J(4) V	14	A	\$ 18.5561	2,586 <u>(5)</u>	D	

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		4.	5.	6. Date Exerc		7. Title		8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	onNumber	Expiration D	ate	Amour	it of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative		• •	·	Securities			(Instr.	3 and 4)	, , ,	Owne
	Security				Acquired			Ì			Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						Ì
					4, and 5)						
					, ,						
									Amount		
						Date	Expiration		or		
						Exercisable	•	Title Number			
						Exercisable			of		
				Code V	(A) (D)				Shares		

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

RUDY THOMAS L JR 12 GREENBRIAR DRIVE WELLSBORO, PA 16901

**Executive Vice President** 

# **Signatures**

Jessica R. Brown for Thomas L. Rudy, Jr. under Power of Attorney dated 8/23/07

02/19/2008

\*\*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) 1% Stock Dividend payable 1/22/08
- (2) Total Restricted Stock Holdings
- (3) Total Retirement Plan Holdings
- (4) Dividend of 01/22/08 posted to D/R Account
- (5) Total Holdings, including Retirement Plan shares and shares received as a dividend on Restricted Stock, which are not restricted 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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