CITIZENS & NORTHERN CORP

Form 4

November 07, 2008

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

OMB Number:

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0.5

Check this box

January 31, Expires: 2005

OMB APPROVAL

if no longer subject to Section 16. Form 4 or

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

Estimated average burden hours per response...

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

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to

Mattie Raymond R

Symbol CITIZENS & NORTHERN CORP

(Check all applicable)

[CZNC]

(Last) (First)

622 STATE ROUTE 864

3. Date of Earliest Transaction

4. If Amendment, Date Original

X_ Director 10% Owner Officer (give title Other (specify

(Month/Day/Year)

11/06/2008

6. Individual or Joint/Group Filing(Check

Applicable Line)

Issuer

below)

Filed(Month/Day/Year)

X Form filed by One Reporting Person

Form filed by More than One Reporting Person

MONTOURSVILLE, PA 17754

(Street)

(State)

(Month/Day/Year)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

(City)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Middle)

(Zip)

4. Securities 3. TransactionAcquired (A) or Code Disposed of (D) 5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect Beneficial (D) or Indirect (I) Ownership

(Instr. 4)

(A) or

Price

(D)

Α

Reported

Transaction(s) (Instr. 3 and 4)

Common

Stock

11/06/2008

Code J(1)

(Instr. 8)

185

V Amount

(Instr. 3, 4 and 5)

\$ 22 3,223

D

(Instr. 4)

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.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired	cquired					Follo
	·				(A) or						Repo
					Disposed						Trans
		of (D)								(Instr	
				(Instr. 3,							Ì
			4, and 5)								
									Amount		
						Date Exercisable	Expiration Date		or		
								Title	Number		
									of		
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address 10% Owner Officer Other Director Mattie Raymond R 622 STATE ROUTE 864 X **MONTOURSVILLE, PA 17754**

Signatures

Jessica R. Brown for Raymond R. Mattie under Power of Attorney dated 4/24/2007

11/07/2008

**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) Fees directed to purchase stock thru D/R Account under Director Fee Election Policy Rule 13b-13(d) Plan

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.

Reporting Owners 2