Hoose Harold F III Form 4 August 16, 2011

## FORM 4

## ION OMB

#### OMB APPROVAL

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

Number: 3235-0287

Supired: January 31,

if no longer subject to Section 16. Form 4 or OF Expires: 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

Common

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person Hoose Harold F III	2. Issuer Name and Ticker or Trading Symbol CITIZENS & NORTHERN CORP [CZNC]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last) (First) (Middle) 286 HUNTER'S TRAIL ROAD	3. Date of Earliest Transaction (Month/Day/Year) 08/12/2011	Director 10% Owner Symbol Other (specify below) below)  Executive Vice President			
(Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
WELLSBORO, PA 16901 (City) (State) (Zip)	Filed(Month/Day/Year)  Table I - Non-Derivative Securities Ac	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person  puired, Disposed of, or Beneficially Owned			
(Instr. 3) any	eemed 3. 4. Securities Acquired tion Date, if Transaction(A) or Disposed of (D Code (Instr. 3, 4 and 5)  (h/Day/Year) (Instr. 8)  (A) or Code V Amount (D) Price	Securities Ownership Indirect Beneficially Form: Direct Beneficial Owned (D) or Ownership Following Indirect (I) (Instr. 4) Reported (Instr. 4) Transaction(s) (Instr. 3 and 4)			
Common 08/12/2011 08/13	$J_{2011}$ $J_{10}^{(1)}$ V 13 A $\frac{\$}{14.78}$	<sub>3</sub> 2,678 D			

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

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3,344

By ESOP

#### Edgar Filing: Hoose Harold F III - Form 4

#### 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. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amoun	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	3 and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A manuat		
									Amount		
						Date	Expiration		Or Number		
						Exercisable	Date		Number		
				C + V	(A) (D)				of		
				Code V	(A) (D)				Shares		

## **Reporting Owners**

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

Hoose Harold F III 286 HUNTER'S TRAIL ROAD WELLSBORO, PA 16901

**Executive Vice President** 

### **Signatures**

Teri L. Mitchell for Harold F. Hoose, III under Power of Attorney dated 07/23/09.

08/16/2011

\*\*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 08/12/11 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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