CITIZENS & NORTHERN CORP

Form 4

November 16, 2016

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per

response... 0.5

Check this box if no longer subject to Section 16.

Form 4 or

Form 5

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

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

Common

Stock

Stock

11/14/2016

(Print or Type Responses)

1. Name and Address of Reporting Person * HUGHES MARK A			Symbol	NS & NC	Ticker or Trading ORTHERN CORP	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)			Director _X_ Officer (give		Owner er (specify		
8839 ROUTE 6			11/14/20	•		below) below) EVP & CFO				
			ndment, Da hth/Day/Year	Č	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person					
WELLSBORO, PA 16901						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 Da	te 2A. Deer	med	3.	4. Securities Acquired	5. Amount of	6.	7. Nature of		
Security (Month/Day/Year) Execution		on Date, if	Transaction(A) or Disposed of (D)		Securities	Ownership	Indirect			
(Instr. 3)		any		Code	(Instr. 3, 4 and 5)	Beneficially	Form: Direct			
		(Month/	Day/Year)	(Instr. 8)		Owned	(D) or	Ownership		
						Following	Indirect (I)	(Instr. 4)		
					(A)	Reported	(Instr. 4)			

(A)

or

(D)

Price

24.32

V Amount

V 200

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.

Transaction(s)

(Instr. 3 and 4)

D

I

24,284

8,499

By ESOP

Edgar Filing: CITIZENS & NORTHERN CORP - 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	Title Number of			
				C + V	(A) (D)						
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

HUGHES MARK A 8839 ROUTE 6 WELLSBORO, PA 16901

EVP & CFO

Signatures

/s/ Teri L. Mitchell POA for Mark A. Hughes 07/23/09

11/16/2016

**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).
- Dividend of 11/14/16 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.

Reporting Owners 2