RUDY THOMAS L JR Form 4

July 22, 2009

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**OMB** 

3235-0287 Number:

**OMB APPROVAL** 

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

**SECURITIES** Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

Common

Common

Stock

Stock

07/17/2009

07/17/2009

(Print or Type Responses)

1. Name and Address of Reporting Person 2 RUDY THOMAS L JR	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)	3. Date of Earliest Transaction (Month/Day/Year)	Director 10% Owner X_ Officer (give title Other (specify below)				
12 GREENBRIAR DRIVE	07/17/2009	Executive Vice President				
(Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check				
WELLSBORO, PA 16901	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City) (State) (Zip)	Table I - Non-Derivative Securities Acq	uired, Disposed of, or Beneficially Owned				
(Instr. 3) any	ned 3. 4. Securities Acquired n Date, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) Day/Year) (Instr. 8)	5. Amount of 6. 7. Nature of Securities Ownership Indirect Beneficially Form: Direct Beneficial Owned (D) or Ownership Following Indirect (I) (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.

Reported

 $3,361^{(2)}$ 

10

Transaction(s) (Instr. 3 and 4)

(A)

(D)

Price

20.33

V Amount

V 14

 $J^{(1)} V 1$ 

(Instr. 4)

D

I

Son

#### Edgar Filing: RUDY THOMAS L JR - 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 No	Number		
				C + V	(A) (D)						
				Code V	(A) (D)				Shares		

# **Reporting Owners**

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

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.

07/22/2009

\*\*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 07/17/09 Posted to DR Account
- (2) Total Holdings including Retirement Plan shares, but not Restricted Stock

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