

HARTLEY SUSAN E
Form 4
July 26, 2018

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
HARTLEY SUSAN E

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)
1293 HOFFMAN HOLLOW ROAD

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
07/25/2018

Director 10% Owner
 Officer (give title below) Other (specify below)

LOWMAN, NY 14861

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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 Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)		
				Code	V	Amount				(A) or (D)	Price
Common Stock	07/25/2018		M			1,341	A	\$ 19.88	14,818	D	
Common Stock	07/25/2018		M			730	A	\$ 15.06	15,548	D	
Common Stock	07/25/2018		M			1,259	A	\$ 18.54	16,807	D	
Common Stock	07/25/2018		M			1,251	A	\$ 19.21	18,058	D	
Common Stock	07/25/2018		M			646	A	\$ 20.45	18,704	D	

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Common Stock	07/25/2018	F	3,461	D	\$ 28.385	15,243	D	
Common Stock						1,151	I	Spouse's IRA

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Director Stock Options (Right to Buy)	\$ 19.88	07/25/2018		M	1,341	07/05/2009 01/05/2019	Common Stock	1,341	
Director Stock Options (Right to Buy)	\$ 15.06	07/25/2018		M	730	07/04/2011 01/04/2021	Common Stock	730	
Director Stock Options (Right to Buy)	\$ 18.54	07/25/2018		M	1,259	07/04/2012 01/04/2022	Common Stock	1,259	
Director Stock Options (Right to Buy)	\$ 19.21	07/25/2018		M	1,251	07/03/2013 01/03/2023	Common Stock	1,251	
	\$ 20.45	07/25/2018		M	646	07/03/2014 01/03/2024		646	

