MERREY DENNIS L Form 5 January 06, 2009									
FORM 5						OMB A	PPROVAL		
	ITED STATES SECU W	URITIES AI Vashington, I			COMMISSIO	N OMB Number: Expires:	3235-0362 January 31, 2005		
to Section 16. Form 4 or Form 5 obligations may continue.		MENT OF CHANGES IN BENEFICIAL IERSHIP OF SECURITIES				burden ho	Estimated average burden hours per response 1.0		
	ed pursuant to Section on 17(a) of the Public 30(h) of the		ing Compa	any Act of	f 1935 or Secti				
1. Name and Address of Re MERREY DENNIS L	Symbo CNB	2. Issuer Name and Ticker or Trading Symbol CNB FINANCIAL CORP/PA			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last) (First)	(Middle) 3. Stat (Mont	[CCNE] 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 01/06/2009			Officer (give title 0ther (specify below) below)				
272 MESA CREEK L	N								
(Street)	. If Amendment, Date Original 6. Individ iled(Month/Day/Year)				l or Joint/Group Reporting (check applicable line)				
CLEARFIELD, PAÂ	à 16830				_X_ Form Filed by Form Filed by Person	y One Reporting Wore than One I			
(City) (State)	(Zip) T	able I - Non-De	erivative Sec	curities Acq	uired, Disposed	of, or Beneficia	ally Owned		
1.Title of Security (Instr. 3)2. Transaction (Month/Day)	n Date 2A. Deemed Year) Execution Date, if any (Month/Day/Year)	Code	4. Securiti Acquired (Disposed o (Instr. 3, 4	(A) or of (D)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Reminder: Report on a sepa	rota line for each class of	Persons		or (D) Price	(Instr. 3 and 4)	ormation	SEC 2270		
securities beneficially owne	d directly or indirectly.	contained the form o	l in this for displays a	m are not currently v	required to res valid OMB cont	pond unless rol number.	(9-02)		
	Table II - Derivative S (<i>e.g.</i> , puts, ca	ecurities Acqu alls, warrants,				1			

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Derivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A) or		

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	Derivative Security			Disposed of (D) (Instr. 3, 4, and 5)						
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
phantom stock	Â	12/31/2008(2)	Â	J <u>(3)</u>	697.946	Â	(1)	(1)	phantom stock	697.946

Reporting Owners

Reporting Owner Name / Addro	ess	Relationships							
		10% Owner	Officer	Other					
MERREY DENNIS L 272 MESA CREEK LN CLEARFIELD, PA 1683		Â	Â	Â					
Signatures									
Dennis L. Merrey)1/06/2009								
<u>**</u> Signature of	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) N/A
- (2) various transaction dates

Reporting Person

(3) units of phantom stock aquired through a deferred compensation plan

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.