CNB FINANCIAL CORP/PA

Form 4

December 16, 2014

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

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SECURITIES Form 5 obligations may continue.

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).

(Print or Type Responses)

See Instruction

| 1. Name and Address of Reporting Person * HORD ROBERT D | | | 2. Issuer Name and Ticker or Trading Symbol CNB FINANCIAL CORP/PA [CCNE] | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | |
|---|---|---|--|--|-------|---|--|--|---|
| (Last) | (First) | (N | Date of Earliest Month/Day/Year) 2/16/2014 | | | | _X_ Director 10% Owner Officer (give title Other (specify below) | | |
| (Street) CLEARFIELD, PA 16830 | | | 4. If Amendment, Date Original Filed(Month/Day/Year) | | | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting | | | |
| | | (7:) | | | | | Person | | |
| (City) | (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 any (Month/Day/Y | Code | 4. Securitie opr Disposed (Instr. 3, 4 | of (I |)) | 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 Indirect Beneficial Ownership (Instr. 4) |
| common stock | 12/15/2014 | | P | 50.8658 | A | \$ 18.25 | 128,770.3682 | D | |
| common stock | | | | | | | 9,061 | I | Spouse |
| common stock | | | | | | | 51,562 | I | Hord Livestock, Inc. |
| Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. | | | | | | | | | |

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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 | 2. | 3. Transaction Date | | 4. | 5. | 6. Date Exerc | | 7. Titl | | 8. Price of | 9. Nu |
|--------------------------------------|---|---------------------|---|----------------------------------|---|---------------------|--------------------|------------------------------------|--|--------------------------------------|---|
| Derivative Security (Instr. 3) | Conversion or Exercise Price of Derivative Security | (Month/Day/Year) | Execution Date, if any (Month/Day/Year) | Transactic Code (Instr. 8) | of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | | Amou Under Securi (Instr. | lying | Derivative Security (Instr. 5) | Deriv Secur Bene Own Follo Repo Trans (Instr |
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|-----------------------------------|---------------|-----------|---------|-------|--|--|--|
| reporting Owner France / Francess | Director | 10% Owner | Officer | Other | | | |
| HORD ROBERT D | | | | | | | |
| 1 S 2ND ST | X | | | | | | |
| CLEARFIELD, PA 16830 | | | | | | | |

Signatures

/s/ Jessica A. Shaffner, Attorney-in-Fact

**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).

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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