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CITIZENS & NORTHERN CORP

Form 13F-HR/A

May 13, 2011

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

Form 13F/A*

Form 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: March 31, 2011

Check here if Amendment; Amendment Number: 1
This Amendment (Check only one.): is a restatement.
 adds new holding entries.

Institutional Investment Manager Filing this Report:

Name: Citizens & Northern Corporation

Address: 90 - 92 Main Street

Wellsboro, PA 16901

Form 13F File Number: 28- 14195

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: Mark A. Hughes

Title: Treasurer and Chief Financial Officer

Phone: 570-724-3411

Signature, Place, and Date of Signing:

/s/ Mark A. Hughes

Wellsboro, PA

5/11/11

[Signature]

[City, State]

[Date]

*Nothing has changed since the previous filing other than a filing number was obtained for Citizens & Northern Bank. The Information Table data has not changed.

Report type (Check only one.):

13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report.)

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- [] 13F NOTICE. (Check here if no holdings reported are in this report, and all holdings are reported by other reporting manager(s).)
- [] 13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 1

Form 13F Information Table Entry Total: 78

Form 13F Information Table Value Total: \$ 103,478

(thousands)

List of Other Included Managers:

Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional investment managers with respect to which this report is filed, other than the manager filing this report.

[If there are no entries in this list, state "NONE" and omit the column headings and list entries.]

No.	Form 13F File Number	Name
1	28-14473	Citizens & Northern Bank

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1,000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRET
Abbott Labs	COM	002824100	\$ 1,395	28434.000	SH		DEFIN
Accenture PLC	SHS CLASS A	G1151C101	\$ 1,598	29076.000	SH		DEFIN
Apache Corp	COM	037411105	\$ 1,644	12558.000	SH		DEFIN
AT&T Inc	COM	00206R102	\$ 260	8487.000	SH		DEFIN
Automatic Data Processing	COM	053015103	\$ 1,557	30338.000	SH		DEFIN
Baker Hughes Inc	COM	057224107	\$ 1,849	25182.000	SH		DEFIN
Bard C R Inc	COM	067383109	\$ 1,277	12849.000	SH		DEFIN
Baxter Intl Inc	COM	071813109	\$ 1,078	20040.000	SH		DEFIN
Blackrock, Inc.	COM	09247X101	\$ 1,335	6643.000	SH		DEFIN
CBT FINANCIAL CORP COM	COM	12495U100	\$ 291	10995.000	SH		SOLE
CCFNB BANCORP	COM	124880105	\$ 1,492	48132.000	SH		SOLE
CH Robinson Worldwide	COM NEW	12541W209	\$ 1,412	19043.000	SH		DEFIN
Charles Schwab Corp	COM	808513105	\$ 1,325	73479.000	SH		DEFIN
Chevron Corp	COM	166764100	\$ 2,312	21511.000	SH		DEFIN
Citizens & Northern Corp	COM	172922106	\$ 5,201	309376.587	SH		DEFIN
CITIZENS FINANCIAL SVCS	COM	174615104	\$ 247	6586.000	SH		SOLE

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CME Group Inc	COM	12572Q105	\$ 1,321	4380.000	SH	DEFIN
Cognizant Technology Solutions	CL A	192446102	\$ 221	2711.000	SH	DEFIN
Colgate Palmolive Co	COM	194162103	\$ 1,231	15239.000	SH	DEFIN
Corning Inc	COM	219350105	\$ 502	24328.000	SH	DEFIN
Danaher Corp	COM	235851102	\$ 1,688	32526.000	SH	DEFIN
Darden Restaurants Inc	COM	237194105	\$ 1,093	22242.000	SH	DEFIN
DIMECO INC	COM	25432W104	\$ 389	10100.000	SH	SOLE
Disney Walt Co	COM DISNEY	254687106	\$ 246	5702.000	SH	DEFIN
Eaton Vance	COM NON VTG	278265103	\$ 1,313	40723.000	SH	DEFIN
Ecolab Inc.	COM	278865100	\$ 1,324	25946.000	SH	DEFIN
Expeditors Intl Wash Inc	COM	302130109	\$ 1,506	30027.000	SH	DEFIN
Exxon Mobil Corp	COM	30231G102	\$ 1,921	22830.000	SH	DEFIN
Fifth Third Bancorp	COM	316773100	\$ 401	28880.000	SH	DEFIN
FNB Corporation	COM	302520101	\$ 1,386	131473.000	SH	DEFIN
FNBPA BANCORP, INC	COM	30253U104	\$ 42	1360.000	SH	SOLE
FRANKLIN FINANCIAL	COM	353525108	\$ 327	18491.000	SH	DEFIN
Franklin Resources Inc	COM	354613101	\$ 1,358	10856.000	SH	DEFIN
General Dynamics Corp	COM	369550108	\$ 1,304	17033.000	SH	DEFIN
General Elec Co	COM	369604103	\$ 578	28845.000	SH	DEFIN
International Business Machines	COM	459200101	\$ 1,668	10227.000	SH	DEFIN
Intuit	COM	461202103	\$ 208	3913.000	SH	DEFIN
iShares S&P MidCap 400 Index Fd	S&P MIDCAP 400	464287507	\$ 17,762	179944.000	SH	DEFIN
Jacobs Engr Group Inc	COM	469814107	\$ 223	4339.000	SH	DEFIN
Johnson & Johnson	COM	478160104	\$ 1,195	20165.000	SH	DEFIN
Linear Tech Corp	COM	535678106	\$ 1,435	42666.000	SH	DEFIN
M & T Bank Corp	COM	55261F104	\$ 657	7426.000	SH	DEFIN
McDonalds Corp	COM	580135101	\$ 981	12893.000	SH	DEFIN
Medtronic Inc	COM	585055106	\$ 1,023	25990.000	SH	DEFIN
Microchip Technology Inc	COM	595017104	\$ 1,324	34825.000	SH	DEFIN
Microsoft Corp	COM	594918104	\$ 1,502	59152.000	SH	DEFIN
MUNCY BANK FINANCIAL	COM	62600N103	\$ 913	19736.000	SH	SOLE
National Fuel Gas Co N J	COM	636180101	\$ 453	6127.000	SH	DEFIN
National Oilwell Varco, Inc	COM	637071101	\$ 242	3056.000	SH	DEFIN
National Semiconductor Corp	COM	637640103	\$ 1,193	83164.000	SH	DEFIN
Nike, Inc. Class B	CL B	654106103	\$ 1,087	14364.000	SH	DEFIN
Noble Corporation New	NAMEN -AKT	H5833N103	\$ 268	5883.000	SH	DEFIN
Oracle Corp	COM	68389X105	\$ 1,538	46007.000	SH	DEFIN
PENSECO FINANCIAL SERVS	COM	709570105	\$ 637	17208.000	SH	SOLE
Pepsico Inc	COM	713448108	\$ 1,290	20027.000	SH	DEFIN
Pfizer Inc	COM	717081103	\$ 254	12524.000	SH	DEFIN
Praxair Inc	COM	74005P104	\$ 1,310	12891.000	SH	DEFIN
Procter & Gamble Co	COM	742718109	\$ 1,521	24691.000	SH	DEFIN
Qualcomm Inc	COM	747525103	\$ 1,281	23361.000	SH	DEFIN
Schlumberger Ltd	COM	806857108	\$ 1,587	17013.000	SH	DEFIN
SEI Investment Company	COM	784117103	\$ 1,483	62119.000	SH	DEFIN
SPDR Gold Trust	GOLD SHS	78463V107	\$ 201	1438.000	SH	DEFIN
Staples Inc	COM	855030102	\$ 939	48332.000	SH	DEFIN
Suncor Energy Inc New Common	COM	867224107	\$ 1,311	29228.000	SH	DEFIN
SYSCO Corp	COM	871829107	\$ 1,118	40370.000	SH	DEFIN
T. Rowe Price Group, Inc.	COM	74144T108	\$ 1,399	21061.000	SH	DEFIN
Target Corp	COM	87612E106	\$ 1,131	22620.000	SH	DEFIN
Teva Pharmaceutical Inds Ltd						
Adr	ADR	881624209	\$ 1,001	19952.000	SH	DEFIN
Texas Instruments Inc	COM	882508104	\$ 1,316	38089.000	SH	DEFIN
Tjx Companies (New)	COM	872540109	\$ 1,175	23627.000	SH	DEFIN
United Parcel Service Inc.						
Class B	CL B	911312106	\$ 1,547	20822.000	SH	DEFIN
Vanguard Emerging Markets ETF	MSCI EMR MKT					
	ETF	922042858	\$ 784	16025.000	SH	DEFIN
Verizon Communications	COM	92343V104	\$ 1,128	29262.000	SH	DEFIN
W W Grainger Inc	COM	384802104	\$ 1,317	9565.000	SH	DEFIN
Walgreen Co	COM	931422109	\$ 1,212	30193.000	SH	DEFIN

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Wal-Mart Stores Inc	COM	931142103	\$ 1,114	21398.000 SH	DEFIN
Wells Fargo & Co New	COM	949746101	\$ 1,235	38939.000 SH	DEFIN
WVS FINANCIAL CORP	COM	929358109	\$ 95	10859.000 SH	DEFIN