CITIZENS & NORTHERN CORP

Form 4 June 13, 2007

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB

Washington, D.C. 20549 Check this box if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

3235-0287 Number: January 31, Expires: 2005

OMB APPROVAL

subject to Section 16. Form 4 or Form 5

obligations

Estimated average burden hours per response... 0.5

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 may continue. 30(h) of the Investment Company Act of 1940

SECURITIES

See Instruction

1(b).

(City)

(State)

(Zip)

(Print or Type Responses)

1. Name and Address of Reporting Person * LEARN EDWARD L			2. Issuer Name and Ticker or Trading Symbol CITIZENS & NORTHERN CORP [CZNC]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) 111 LEGION	(First) N HEIGHTS	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/22/2007	_X_ Director 10% Owner Officer (give title below) Other (specify below)			
	(Street)		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			
ELKLAND, PA 16920				Form filed by More than One Reporting Person			

	Tuble 1 Mon Bermanne Securities Required, Disposed 61, or Beneficiary 5 whea									, o mica
1.Title of Security	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if			3. 4. Securities Acquired (A) Transactionor Disposed of (D)				5. Amount of Securities	6. Ownership	7. Nature of Indirect
(Instr. 3)	(any (Month/Day/Year)	Code (Instr.		(Instr. 3, 4 and 5)			Beneficially Owned Following Reported	Form: Direct (D) or Indirect (I)	Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock	01/22/2007		J <u>(1)</u>		44	A	\$ 22	4,507	D	
Common Stock	01/22/2007		J(2)	V	47	A	\$ 22.2449	4,554	D	
Common Stock	04/20/2007		J <u>(3)</u>	V	54	A	\$ 21.116	4,608	D	

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

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

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number.

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	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumbe		Expiration D	ate	Amour	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr. :	3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
									Amount		
						Date	Expiration		or Namel		
						Exercisable	Date		Number		
				C 1 W	(A) (D)				of		
				Code V	(A) (D)			,	Shares		

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

LEARN EDWARD L

111 LEGION HEIGHTS ROAD X

ELKLAND, PA 16920

Signatures

Mark A. Hughes for Edward L. Learn under Power of Attorney dated 9/20/01 06/13/2007

**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) 1% Stock Dividend Payable on 1/22/07.
- (2) Dividend of 01/22/07 posted to D/R Account
- (3) Dividend of 4/20/07 Posted to DR Account

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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