

LEARN EDWARD L  
Form 5  
February 16, 2010

**FORM 5**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).  
Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

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) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
12/31/2009

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

111 LEGION HEIGHTS ROAD

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

ELKLAND, PA 16920

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock				(A) or (D) Price	6,542 (1)	D	

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)**

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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)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Director Stock Options (Right to Buy)	\$ 18.0267 <sup>(2)</sup>	04/15/1997	Â	A4	300 <sup>(2)</sup>	Â	04/15/1997	04/15/2007	Common Stock	300
Director Stock Options (Right to Buy)	\$ 18.0267 <sup>(2)</sup>	12/17/2003	Â	M4 <sup>(3)</sup>	Â	300 <sup>(2)</sup>	04/15/1997	04/15/2007	Common Stock	300
Director Stock Options (Right to Buy)	\$ 24.3333 <sup>(2)</sup>	04/21/1998	Â	A4	300 <sup>(2)</sup>	Â	04/21/1998	04/21/2008	Common Stock	300
Director Stock Options (Right to Buy)	\$ 24.3333 <sup>(2)</sup>	04/21/2008	Â	J <sup>(4)</sup>	Â	300 <sup>(2)</sup>	04/21/1998	04/21/2008	Common Stock	300
Director Stock Options (Right to Buy)	\$ 22.0833 <sup>(2)</sup>	04/20/1999	Â	A4	300 <sup>(2)</sup>	Â	04/20/1999	04/20/2009	Common Stock	300
Director Stock Options (Right to Buy)	\$ 22.0833 <sup>(2)</sup>	04/20/2009	Â	J <sup>(4)</sup>	Â	300 <sup>(2)</sup>	04/20/1999	04/20/2009	Common Stock	300
Director Stock Options (Right to Buy)	\$ 16.6667 <sup>(2)</sup>	04/18/2000	Â	A4	300 <sup>(2)</sup>	Â	04/18/2000	04/18/2010	Common Stock	300

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Director Stock Options (Right to Buy)	\$ 16.6667 <u>(2)</u>	12/17/2003	Â	M4 <u>(3)</u>	Â	300 <u>(2)</u>	04/18/2000	04/18/2010	Common Stock	300
Director Stock Options (Right to Buy)	\$ 14.1667 <u>(2)</u>	04/17/2001	Â	A4		228 <u>(2)</u>	04/17/2001	04/17/2011	Common Stock	228
Director Stock Options (Right to Buy)	\$ 14.1667 <u>(2)</u>	12/17/2003	Â	M4 <u>(3)</u>	Â	228 <u>(2)</u>	04/17/2001	04/17/2011	Common Stock	228
Director Stock Options (Right to Buy)	\$ 17 <u>(2)</u>	01/02/2002	Â	A4		537 <u>(2)</u>	01/02/2002	01/02/2012	Common Stock	537
Director Stock Options (Right to Buy)	\$ 17 <u>(2)</u>	12/17/2003	Â	M4 <u>(3)</u>	Â	537 <u>(2)</u>	01/02/2002	01/02/2012	Common Stock	537
Director Stock Options (Right to Buy)	\$ 20.7333 <u>(2)</u>	01/02/2003	Â	A4		411 <u>(2)</u>	01/02/2003	01/02/2013	Common Stock	411
Director Stock Options (Right to Buy)	\$ 26.59	01/02/2004	Â	A4		327	01/02/2004	01/02/2014	Common Stock	327
Director Stock Options (Right to Buy)	\$ 27	01/03/2005	Â	A4		473	01/03/2005	01/03/2015	Common Stock	473
Director Stock Options (Right to Buy)	\$ 22.325	01/03/2007	Â	A4		538	01/03/2007	01/03/2017	Common Stock	538
	\$ 17.5	01/03/2008	Â	A4		679	01/03/2008	01/03/2018		679

Director  
Stock  
Options  
(Right to  
Buy)

Common  
Stock

Director  
Stock  
Options \$ 19.88 01/05/2009  
(Right to  
Buy)

1,341 A4 1,341 01/05/2009 01/05/2019

Common  
Stock 1,341

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LEARN EDWARD L 111 LEGION HEIGHTS ROAD ELKLAND, PA 16920	X			

## Signatures

Jessica R. Brown for Edward L. Learn under Power of Attorney dated 8/23/07.

02/16/2010

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) Direct holdings were previously reported without including unvested restricted stock (which were reported separately.) Total direct holdings reported in this Form have been revised to include unvested restricted stock.
- (2) Exercise prices and number of options shares adjusted for 2003 stock split.
- (3) Acquisition of shares pursuant to options exercised previously reported in Table I; however, the exercise was not reported in Table II.
- (4) Expiration of director stock option without value exempt under Rule 16b-6(d).

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.