

D'Haene Shelley L
 Form 3
 January 07, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting Person *			2. Date of Event Requiring Statement (Month/Day/Year)	3. Issuer Name and Ticker or Trading Symbol	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Last)	(First)	(Middle)				
D'Haene Shelley L			01/02/2013	CITIZENS & NORTHERN CORP [CZNC]		
471 BAILEY ROAD					(Check all applicable)	6. Individual or Joint/Group Filing(Check Applicable Line)
(Street)					_____ Director _____ 10% Owner	_X_ Form filed by One Reporting Person
LAWRENCEVILLE, GA PA 16929					_X_ Officer _____ Other (give title below) (specify below) EVP	___ Form filed by More than One Reporting Person
(City)	(State)	(Zip)				

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	927	D	GA
Common Stock	1,717	I	By ESOP

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
		Title			

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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Employee Stock Options (Right to Buy)	07/03/2007	01/03/2017	Common Stock	420	\$ 0	D	Â
Employee Stock Options (Right to Buy)	07/03/2008	01/03/2018	Common Stock	745	\$ 0	D	Â
Employee Stock Options (Right to Buy)	07/05/2009	01/05/2019	Common Stock	635	\$ 0	D	Â
Employee Stock Options (Right to Buy)	07/04/2011	01/04/2021	Common Stock	930	\$ 0	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
D'Haene Shelley L 471 BAILEY ROAD LAWRENCEVILLE, PA 16929	Â	Â	Â EVP	Â

Signatures

Teri L. Mitchell for Shelley L. D'Haene under Power of Attorney dated 01/02/2013

01/07/2013

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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.

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