SCOTT DEBORAH E

Form 4

January 08, 2019

FORM 4

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

OMB Number: 3235-0287

Estimated average

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

OMB APPROVAL

Form 4 or 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

burden hours per response... 0.5

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * SCOTT DEBORAH E				2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
				CITIZENS & NORTHERN CORP [CZNC]	(Check all applicable)			
	(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	Director 10% Owner X_ Officer (give title Other (specify			
155 JOSEPH STREET (Street)				01/04/2019	below) below) Exec. VP & Sr. Trust Officer			
				4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
				Filed(Month/Day/Year)	Applicable Line)			
BLOSSBURG, PA 16912					_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
	(City)	(State)	(Zip)	Table I - Non-Derivative Securities Ac	quired, Disposed of, or Beneficially Owned			
	1 771 6 0		0 . D	1 2 4 9 11 4 1 1	5.4 . 6 6 5 5 5 5			

(City)	(State)	Tabl	le I - Non-I	Derivative	Secui	rities Acqu	ired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	ransaction Date 2A. Deemed nth/Day/Year) Execution Date, if any (Month/Day/Year)				cquired d of (D) 5)	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock	01/04/2019		M	5,811	A	\$ 19.21	24,482	D	
Common Stock	01/04/2019		M	3,355	A	\$ 20.45	27,837	D	
Common Stock	01/04/2019		F	7,031	D	\$ 25.635	20,806	D	
Common Stock							10,397	I	By ESOP

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

Edgar Filing: SCOTT DEBORAH E - Form 4

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

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

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)	Transaction Code (Instr. 8)	Transaction Derivative Code Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Employee Stock Options	\$ 19.21	01/04/2019		M	5,811	07/03/2013	01/03/2023	Common Stock	5,811	
Employee Stock Options	\$ 20.45	01/04/2019		M	3,355	07/03/2014	01/02/2024	Common Stock	3,355	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

SCOTT DEBORAH E 155 JOSEPH STREET BLOSSBURG, PA 16912

Exec. VP & Sr. Trust Officer

Signatures

/s/ Amy B Wherley POA for Deborah E Scott, 01/08/2019

**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).

Remarks:

Payment of Exercise Price by delivering securities incident to the exercise of a vested option in accordance with Rule 16b-3 Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Reporting Owners 2

Edgar Filing: SCOTT DEBORAH E - Form 4

tential persons who are to respond to the collection of information contained in this form are not required to respond unless the form display currently valid OMB number.	/S