

CITIZENS & NORTHERN CORP  
 Form 144  
 July 31, 2017

**UNITED STATES**

OMB APPROVAL  
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**SECURITIES AND EXCHANGE  
 COMMISSION**

Expires: June 30, 2020

**Washington, D.C. 20549**

Estimated average burden

**FORM 144  
 NOTICE OF PROPOSED SALE OF  
 SECURITIES**

hours per response 1.00  
 SEC USE ONLY

**PURSUANT TO RULE 144 UNDER  
 THE SECURITIES ACT OF 1933**

DOCUMENT SEQUENCE NO.

*Transmit for filing 3 copies of this form concurrently with either  
 placing an order with a broker to execute sale*

**ATTENTION:** *or executing a sale directly with a market maker.*

CUSIP NUMBER

| 1 (a) NAME OF ISSUER (Please type or print) | (b) IRS IDENT. NO. | (c) S.E.C. FILE NO. | WORK LOCATION |          |                   |
|---|--------------------|---------------------|---------------|----------|-------------------|
| Citizens & Northern Corporation             | 23-2451943         | 000-16084           |               |          |                   |
| 1 (d) ADDRESS OF ISSUER                     | STREET             | CITY                | STATE         | ZIP CODE | (e) TELEPHONE NO. |
| 90-92 Main Street                           |                    | Wellsboro           | PA            | 16901    |                   |
|   |                    |                     |               |          | AREA CODE NUMBER  |
|   |                    |                     |               |          | 570 724-3411      |

| 2 (a) NAME OF PERSON FOR WHOSE ACCOUNT   | (b) RELATIONSHIP TO ISSUER | (c) ADDRESS STREET | CITY      | STATE | ZIP CODE |
|--|----------------------------|--------------------|-----------|-------|----------|
| THE SECURITIES ARE TO BE SOLD            |                            |                    |           |       |          |
| Edward H. Owlett, III and Mary E. Owlett | Director                   | 894 Dean Hill Road | Wellsboro | PA    | 16901    |

*INSTRUCTION: The person filing this notice should contact the issuer to obtain the I.R.S. Identification Number and the S.E.C. File Number.*

| 3 (a)                                   | (b)           | SEC USE ONLY     | (c)       | (d) | (e) |
|---|---------------|------------------|-----------|-----|-----|
| Name and Address of Each Broker Through | Broker-Dealer | Number of Shares | Aggregate | Num |     |

| Title of the Class of Securities To Be Sold | Whom the Securities are to be Offered or Each Market Maker who is Acquiring the Securities | File Number | or Other Units To Be Sold<br><i>(See instr. 3(c))</i> | Market Value<br><i>(See instr. 3(d))</i> | or Other Units<br><i>(See instr. 3(e))</i> |
|---|--|-------------|---|--|--|
| Common                                      | Cowen Execution Services LLC<br>1633 Broadway 48th Floor<br>New York, NY 10019             |             | 35,519  | \$820,134 <sup>(a)</sup>                 | 12,170                                     |

**INSTRUCTIONS:**

1. (a) Name of issuer
- (b) Issuer's I.R.S. Identification Number
- (c) Issuer's S.E.C. file number, if any
- (d) Issuer's address, including zip code
- (e) Issuer's telephone number, including area code
2. (a) Name of person for whose account the securities are to be sold  
Such person's relationship to the issuer (e.g., officer, director, 10% stockholder, or member of immediate family of any of the foregoing)
- (b) officer, director, 10% stockholder, or member of immediate family of any of the foregoing)
- (c) Such person's address, including zip code
3. (a) Title of the class of securities to be sold
- (b) Name and address of each broker through whom the securities are intended to be sold
- (c) Number of shares or other units to be sold (if debt securities, give the aggregate face amount)  
Aggregate market value of the securities to be sold as of a specified date within 10 days prior to the filing of this notice
- (d) of a specified date within 10 days prior to the filing of this notice  
Number of shares or other units of the class outstanding, or if debt securities the face amount thereof outstanding, as shown
- (e) outstanding, or if debt securities the face amount thereof outstanding, as shown
- (f) Approximate date on which the securities are to be sold
- (g) Name of each securities exchange, if any, on which the securities are intended to be sold

**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 control number.**

**TABLE I — SECURITIES TO BE SOLD**

*Furnish the following information with respect to the acquisition of the securities to be sold*

*and with respect to the payment of all or any part of the purchase price or other consideration therefor:*

| Title of the Class | Date you Acquired | Nature of Acquisition Transaction  | Name of Person from Whom Acquired<br><i>(If gift, also give date donor acquired)</i> | Amount of Securities Acquired |
|--------------------|-------------------|--|--|-------------------------------|
| Common             | Various           | Shares acquired over many years via purchase for cash, dividend reinvestment through company plan, exercise of stock options and inheritance | Various  | Various                       |

**INSTRUCTIONS:** If the securities were purchased and full payment therefor was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid.

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**TABLE II — SECURITIES SOLD DURING THE PAST 3 MONTHS**

*Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.*

| Name and Address of Seller | Title of Securities Sold | Date of Sale | Amount of Securities Sold | Gross Proceeds |
|----------------------------|--------------------------|--------------|---------------------------|----------------|
| None                       |                          |              |                           |                |

**REMARKS:** (a) Aggregate market value of shares to be sold based on closing price of \$23.09 per share on July 27, 2017.

**INSTRUCTIONS:**

See the definition of “person” in paragraph (a) of Rule 144. Information is to be given not only as to the person for whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information shall be given as to sales by all persons whose sales are required by paragraph (e) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

**ATTENTION:** *The person for whose account the securities to which this notice relates are to be sold hereby represents by signing this notice that he does not know any material adverse information in regard to the current and prospective operations of the Issuer of the securities to be sold which has not been publicly disclosed. If such person has adopted a written trading plan or given trading instructions to satisfy Rule 10b5-1 under the Exchange Act, by signing the form and indicating the date that the plan was adopted or the instruction given, that person makes such representation as of the plan adoption or instruction date.*

July 31, 2017  
DATE OF NOTICE

/s/ Edward H. Owlett, III and Mary E. Owlett  
(SIGNATURE)

DATE OF PLAN ADOPTION OR GIVING OF  
INSTRUCTION,

*The notice shall be signed by the person for whose account the securities are to be sold. At least one copy of the notice shall be manually signed. Any copies not manually signed shall bear typed or printed signatures.*

IF RELYING ON RULE 10B5-1

**ATTENTION: Intentional misstatements or omission of facts constitute Federal Criminal Violations (See 18 U.S.C 1001)  
SEC 1147 (02-08)**