HARTLEY SUSAN E

Form 4

January 04, 2018

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

Number:

3235-0287

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January 31, 2005

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subject to Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

Check this box

if no longer

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(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * HARTLEY SUSAN E			2. Issuer Name and Ticker or Trading Symbol CITIZENS & NORTHERN CORP [CZNC]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) 1293 HOFFI	(M			3. Date of Earliest Transaction (Month/Day/Year) 01/02/2018				_X_ Director 10% Owner Officer (give title below) Other (specify below)		
LOWMAN,	(Street) NY 14861			ndment, Dat th/Day/Year)	U			6. Individual or J Applicable Line) _X_ Form filed by Form filed by I	One Reporting Pe	erson
(City)	(State)	(Zip)	Table	I - Non-D	erivative S	Securi	ties Acc	Person uired, Disposed o	f or Reneficial	lv Owned
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year	Execution any		3. Transactic Code (Instr. 8)	4. Securi	ties Ad sposed	equired d of	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	•
Common Stock	01/02/2018			M	679	A	\$ 17.5	12,373	D	
Common Stock								1,126	I	Spouse's IRA

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. Transactic Code (Instr. 8)	5. Number on f Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exerci Expiration Dat (Month/Day/Y	e	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
Director Stock Options (Right to Buy)	\$ 17.5	01/02/2018		M	679	07/03/2008	01/03/2018	Common Stock	679

Reporting Owners

Reporting Owner Name / Address	Relationships					
. 9	Director	10% Owner	Officer	Other		
HARTLEY SUSAN E 1293 HOFFMAN HOLLOW ROAD LOWMAN, NY 14861	X					

Signatures

/s/ Amy B Wherley POA for Susan E Hartley, 10/19/2017

01/04/2018

**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).

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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