SIMPSON LEONARD

Form 4

January 06, 2009

FORM 4

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

OMB Number:

5. Relationship of Reporting Person(s) to

3235-0287

if no longer subject to

Check this box

January 31, Expires: 2005

OMB APPROVAL

Section 16. Form 4 or Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

obligations may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

| | | | | | | | (Check all applicable) | | | |
|--|--|--|---|---|---|---|--|--|--|--|
| (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) | | | X Director 10% Owner Officer (give title below) Other (specify below) | | | | | |
| (Street) | | 4. If Amendment, Date Original Filed(Month/Day/Year) | | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person | | | |
| LAPORTE, PA 18626 | | | | | | | Form filed by More than One Reporting Person | | | |
| (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | | | | |
| | ar) Execution | on Date, if | Code (Instr. 8) | (Instr. 3, 4 and 5) (A) or | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | | |
| 01/02/2009 | | | P(1) | 100 | A | \$ 17 | 26,097 | D | | |
| 01/05/2009 | | | A(2) | 67 | D | \$ 20.36 | 100 | D | | |
| 01/05/2009 | | | A(3) | 70 | A | \$ 19.88 | 170 (4) | D | | |
| 01/05/2009 | | | <u>J(5)</u> | 67 | A | \$ 20.36 | 26,164 (6) | D | | |
| | (First) (Street) PA 18626 (State) 2. Transaction E (Month/Day/Ye) 01/02/2009 01/05/2009 01/05/2009 | (First) (Middle) (Street) PA 18626 (State) (Zip) 2. Transaction Date (Month/Day/Year) Execution any (Month/Street) 01/02/2009 01/05/2009 01/05/2009 | CITIZE [CZNC] (First) (Middle) 3. Date of (Month/E 01/02/2) (Street) 4. If Ame Filed(Month/Day/Year) PA 18626 (State) (Zip) Table 2. Transaction Date (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year) 01/02/2009 01/05/2009 | CITIZENS & NO [CZNC] (First) (Middle) 3. Date of Earliest Tr (Month/Day/Year) 01/02/2009 (Street) 4. If Amendment, Day Filed(Month/Day/Year) PA 18626 (State) (Zip) Table I - Non-I 2. Transaction Date 2A. Deemed 3. (Month/Day/Year) Execution Date, if Transactiany Code (Month/Day/Year) (Instr. 8) Code V 01/02/2009 P(1) 01/05/2009 A(2) 01/05/2009 A(3) | CITIZENS & NORTHER [CZNC] (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) 01/02/2009 (Street) 4. If Amendment, Date Origina Filed(Month/Day/Year) PA 18626 (State) (Zip) Table I - Non-Derivative 2. Transaction Date 2A. Deemed 3. 4. Securi (Month/Day/Year) Execution Date, if Transaction(A) or D any Code (Instr. 3, (Month/Day/Year) (Instr. 8) Code V Amount 01/02/2009 P(1) 100 01/05/2009 A(2) 67 01/05/2009 A(3) 70 | CITIZENS & NORTHERN CONTROL [CZNC] (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) 01/02/2009 (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) PA 18626 (State) (Zip) Table I - Non-Derivative Securities A (Month/Day/Year) Execution Date, if any Code (Instr. 3, 4 and (Month/Day/Year) (Instr. 8) (A) or Code V Amount (D) 01/02/2009 P(1) 100 A 01/05/2009 A(2) 67 D 01/05/2009 A(3) 70 A | CITIZENS & NORTHERN CORP [CZNC] | CITIZENS & NORTHERN CORP CZNC (Check CZNC CZNC CZNC CZNC CNORTHERN CORP CNORTHE | CITIZENS & NORTHERN CORP [CZNC] (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) 01/02/2009 (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) 01/02/Year) PA 18626 (State) (Zip) Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficial (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Instr. 8) Pa 18626 (State) (Zip) Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficial (Month/Day/Year) (Instr. 8) Execution Date 2A. Deemed (Instr. 3, 4 and 5) Beneficially (D) or Owned Indirect (I) Following (Instr. 4) Reported Transaction(s) (Instr. 4) Reported Transaction(s) (Instr. 3) (Instr. 4) (Instr. 3) (Instr. 4) (Instr. 3) (Instr. 3) (Instr. 3) (Instr. 3) (Instr. 4) | |

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

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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 | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. | 6. Date Exerc | | 7. Titl | e and | 8. Price of | 9. Nu |
|-------------|-------------|---------------------|--------------------|------------|-------------|---------------|------------|---------|----------|-------------|--------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transacti | orNumber | Expiration D | ate | Amou | nt of | Derivative | Deriv |
| Security | or Exercise | | any | Code | of | (Month/Day/ | Year) | Under | lying | Security | Secu |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivative | e | | Securi | ities | (Instr. 5) | Bene |
| | Derivative | | | | Securities | | | (Instr. | 3 and 4) | | Own |
| | Security | | | | Acquired | | | | | | Follo |
| | | | | | (A) or | | | | | | Repo |
| | | | | | Disposed | | | | | | Trans |
| | | | | | of (D) | | | | | | (Instr |
| | | | | | (Instr. 3, | | | | | | |
| | | | | | 4, and 5) | | | | | | |
| | | | | | | | | | Amount | | |
| | | | | | | | | | or | | |
| | | | | | | Date | Expiration | Title | Number | | |
| | | | | | Exercisable | Date | | of | | | |
| | | | | Code V | (A) (D) | | | | Shares | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|--------------------------------|---------------|-----------|---------|-------|--|--|--|
| • | Director | 10% Owner | Officer | Other | | | |
| SIMPSON LEONARD | | | | | | | |
| BOX W | X | | | | | | |
| LAPORTE, PA 18626 | | | | | | | |

Signatures

Jessica R. Brown for Leonard Simpson under Power of Attorney dated 8/23/07

01/06/2009

**Signature of Reporting Person

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) Exercise of options granted under Independent Directors Stock Incentive Plan
- (2) Release of Restricted Stock granted under Independent Directors Stock Incentive Plan
- (3) Award of Restricted Stock
- (4) Total Restricted Stock Holdings
- (5) Restricted Stock reissued to personal holdings
- (6) Total Holdings, including shares received as dividend on Restricted Stock, which are not restricted

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

Date

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