

HARTLEY SUSAN E
Form 4
July 26, 2018

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
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) (First) (Middle)
1293 HOFFMAN HOLLOW ROAD

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
07/25/2018

Director 10% Owner
 Officer (give title below) Other (specify below)

LOWMAN, NY 14861

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)		
				Code	V	Amount				(A) or (D)	Price
Common Stock	07/25/2018		M			1,341	A	\$ 19.88	14,818	D	
Common Stock	07/25/2018		M			730	A	\$ 15.06	15,548	D	
Common Stock	07/25/2018		M			1,259	A	\$ 18.54	16,807	D	
Common Stock	07/25/2018		M			1,251	A	\$ 19.21	18,058	D	
Common Stock	07/25/2018		M			646	A	\$ 20.45	18,704	D	

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Common Stock	07/25/2018	F	3,461	D	\$ 28.385	15,243	D	
Common Stock						1,151	I	Spouse's IRA

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 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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Director Stock Options (Right to Buy)	\$ 19.88	07/25/2018		M	1,341	07/05/2009 01/05/2019	Common Stock	1,341
Director Stock Options (Right to Buy)	\$ 15.06	07/25/2018		M	730	07/04/2011 01/04/2021	Common Stock	730
Director Stock Options (Right to Buy)	\$ 18.54	07/25/2018		M	1,259	07/04/2012 01/04/2022	Common Stock	1,259
Director Stock Options (Right to Buy)	\$ 19.21	07/25/2018		M	1,251	07/03/2013 01/03/2023	Common Stock	1,251
	\$ 20.45	07/25/2018		M	646	07/03/2014 01/03/2024		646

Director
 Stock
 Options
 (Right to
 Buy)

Common
 Stock

Reporting Owners

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

Signatures

/s/ Kimberly N. Battin POA for Susan E. Hartley
 04-23-15

07/26/2018

__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).

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.

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