

HARTLEY SUSAN E
Form 5
February 16, 2010

FORM 5

**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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

| | | | | | | |
|---|---------|----------|--|--|---|--|
| 1. Name and Address of Reporting Person * | | | 2. Issuer Name and Ticker or Trading Symbol | | 5. Relationship of Reporting Person(s) to Issuer | |
| HARTLEY SUSAN E | | | CITIZENS & NORTHERN CORP [CZNC] | | (Check all applicable) | |
| (Last) | (First) | (Middle) | 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) | | <input checked="" type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| | | | 12/31/2009 | | <input type="checkbox"/> Officer (give title below) | <input type="checkbox"/> Other (specify below) |
| 1293 HOFFMAN HOLLOW ROAD | | | 4. If Amendment, Date Original Filed(Month/Day/Year) | | 6. Individual or Joint/Group Reporting | |
| (Street) | | | | | (check applicable line) | |
| LOWMAN, NY 14861 | | | | | <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> 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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|-----------------------------------|
| Common Stock | | | | (A) or (D) Price | 4,960 ⁽¹⁾ | D | |

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. 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) | |
|--|--|--------------------------------------|--|--------------------------------|---|-------------------|--|-----------------|---|----------------------------|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Director Stock Options (Right to Buy) | \$ 24.3333 <u>(2)</u> | 04/21/1998 | Â | A4 | 300 <u>(2)</u> | Â | 04/21/1998 | 04/21/2008 | Common Stock | 300 |
| Director Stock Options (Right to Buy) | \$ 24.3333 <u>(2)</u> | 04/21/2008 | Â | J ⁽³⁾ | Â | 300 <u>(2)</u> | 04/21/1998 | 04/21/2008 | Common Stock | 300 |
| Director Stock Options (Right to Buy) | \$ 22.0833 <u>(2)</u> | 04/20/1999 | Â | A4 | 300 <u>(2)</u> | Â | 04/20/1999 | 04/20/2009 | Common Stock | 300 |
| Director Stock Options (Right to Buy) | \$ 22.0833 <u>(2)</u> | 04/20/2009 | Â | J ⁽³⁾ | Â | 300 <u>(2)</u> | 04/20/1999 | 04/20/2009 | Common Stock | 300 |
| Director Stock Options (Right to Buy) | \$ 16.6667 <u>(2)</u> | 04/18/2000 | Â | A4 | 300 <u>(2)</u> | Â | 04/18/2000 | 04/18/2010 | Common Stock | 300 |
| Director Stock Options (Right to Buy) | \$ 16.6667 <u>(2)</u> | 08/03/2005 | Â | M4 ⁽⁴⁾ | Â | 300 <u>(2)</u> | 04/18/2000 | 04/18/2010 | Common Stock | 300 |
| Director Stock Options (Right to Buy) | \$ 14.1667 <u>(2)</u> | 04/17/2001 | Â | A4 | 228 <u>(2)</u> | Â | 04/17/2001 | 04/17/2011 | Common Stock | 228 |

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| | | | | | | | | | | |
|---|--------------------------|------------|---|---------------|---|--------------------------|------------|------------|-----------------|-------|
| Director Stock Options (Right to Buy) | \$ 14.1667 <u>(2)</u> | 08/03/2005 | Â | M4 <u>(4)</u> | Â | <u>228</u> <u>(2)</u> | 04/17/2001 | 04/17/2011 | Common Stock | 228 |
| Director Stock Options (Right to Buy) | \$ 17 <u>(2)</u> | 01/02/2002 | Â | A4 | | <u>537</u> <u>(2)</u> | 01/02/2002 | 01/02/2012 | Common Stock | 537 |
| Director Stock Options (Right to Buy) | \$ 17 <u>(2)</u> | 08/03/2005 | Â | M4 <u>(4)</u> | Â | <u>537</u> <u>(2)</u> | 01/02/2002 | 01/02/2012 | Common Stock | 537 |
| Director Stock Options (Right to Buy) | \$ 20.7333 <u>(2)</u> | 01/02/2003 | Â | A4 | | <u>411</u> <u>(2)</u> | 01/02/2003 | 01/02/2013 | Common Stock | 411 |
| Director Stock Options (Right to Buy) | \$ 26.59 | 01/02/2004 | Â | A4 | | 327 | 01/02/2004 | 01/02/2014 | Common Stock | 327 |
| Director Stock Options (Right to Buy) | \$ 27 | 01/03/2005 | Â | A4 | | 473 | 01/03/2005 | 01/03/2015 | Common Stock | 473 |
| Director Stock Options (Right to Buy) | \$ 22.325 | 01/03/2007 | Â | A4 | | 538 | 01/03/2007 | 01/03/2017 | Common Stock | 538 |
| Director Stock Options (Right to Buy) | \$ 17.5 | 01/03/2008 | Â | A4 | | 679 | 01/03/2008 | 01/03/2018 | Common Stock | 679 |
| Director Stock Options (Right to Buy) | \$ 19.88 | 01/05/2009 | Â | A4 | | 1,341 | 01/05/2009 | 01/05/2019 | Common Stock | 1,341 |

Reporting Owners

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

Signatures

Jessica R. Brown for Susan E. Hartley under Power of Attorney dated 8/23/07.

02/16/2010

_____*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).
- (1) Direct holdings were previously reported without including unvested restricted stock (which were reported separately.) Total direct holdings reported in this Form have been revised to include unvested restricted stock.
- (2) Exercise prices and number of options shares adjusted for 2003 stock split.
- (3) Expiration of director stock option without value exempt under Rule 16b-6(d).
- (4) Acquisition of shares pursuant to options exercised previously reported in Table I; however, the exercise was not reported in Table II.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.