## Edgar Filing: CITIZENS & NORTHERN CORP - Form 4

CITIZENS & NORTHERN CORP Form 4 January 09, 2017 FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940										OMB APPROVAL OMB 3235-0287 Number: January 31, Expires: 2005 Estimated average burden hours per response 0.5		
(Print or Type	Responses)											
1. Name and A Dunsmore S	Symbol	r Name <b>and</b> CNS & NO ]			-	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)						
				f Earliest T Day/Year) 017	ransaction			Director       10% Owner         Officer (give title       Other (specify below)         below)       below)         EVP & Chief Credit Officer				
EMDODILL	endment, Da nth/Day/Yea	-	al		<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>							
	M, PA 15834	( <b>7</b> .)						Person				
(City)	(State)	(Zip)					-	ired, Disposed of,		•		
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)			3. Transactic Code (Instr. 8) Code V	4. Securi on(A) or Di (Instr. 3, Amount	ispose	d of (D)	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 Indirect Beneficial Ownership (Instr. 4)		
Common Stock	01/05/2017			D <u>(1)</u>	245	D	\$0	9,608	D			
Common Stock	01/05/2017			J <u>(2)</u>	314	А	\$ 26.399	3,254	I	By ESOP		
Common Stock								58	I	By Child		

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

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## number.

## 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. 3. Transaction Date 3A. De Conversion (Month/Day/Year) Execut or Exercise any Price of Derivative Security		Execution Date	Í	4. Transactio Code (Instr. 8)	5. orNumber of Derivativ 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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr	
						Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
Reporting Owners													
Reporting	Owner Name	) / Addross		Relationsh									
	Owner Manie /	, 7 Autress	Directo	r 10% Owner	Oí	fficer			Other				
-	e Stan R DOW ROA UM, PA 15				E	EVP & Cl	hief Cred	lit Officer					
Signa	tures												
/s/ Teresa 12/23/14	a L Mitchell	POA for	Stan R I	Dunsmore		0	1/09/201	7					
**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) Represents forfeiture of restricted shares granted January 5, 2016 that were eligible to vest January 5, 2017 based on the Corporation's attainment of an earnings-based performance standard.
- (2) Exempt acquisition via employer year end contribution to ESOP

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.