

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)

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

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

1293 HOFFMAN HOLLOW ROAD

07/25/2018

(Street)

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

LOWMAN, NY 14861

(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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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