

CITIZENS & NORTHERN CORP  
 Form 4  
 June 15, 2007

**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 \*  
 HUGHES MARK A

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)  
 8839 ROUTE 6  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 01/22/2007

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Exec. Vice Pres. & C.F.O.

WELLSBORO, PA 16901

(City) (State) (Zip)

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

**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 |   | 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) |   |  |                                   |
| Common Stock                    | 02/21/2007                           |  | J <sup>(1)</sup>    | V | 376   | A          | \$ 22.194   | 2,105 <sup>(2)</sup>                                     | D                                 |
| Common Stock                    |                                      |  |                     |   |   |            |   | 6,088 <sup>(3)</sup>                                     | D                                 |
| Common Stock                    | 01/22/2007                           |  | J <sup>(4)</sup>    |   | 17  | A          | \$ 22   | 2,122 <sup>(2)</sup>                                     | D                                 |
| Common Stock                    | 01/22/2007                           |  | J <sup>(4)</sup>    |   | 40  | A          | \$ 22   | 6,145 <sup>(3)</sup>                                     | D                                 |
| Common Stock                    | 01/22/2007                           |  | J <sup>(5)</sup>    | V | 19  | A          | \$ 22.26  | 2,141 <sup>(2)</sup>                                     | D                                 |

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|              |            |                  |   |    |   |            |                      |   |
|--------------|------------|------------------|---|----|---|------------|----------------------|---|
| Common Stock | 01/22/2007 | J <sup>(5)</sup> | V | 44 | A | \$ 22.2449 | 6,208 <sup>(3)</sup> | D |
| Common Stock | 04/20/2007 | J <sup>(6)</sup> | V | 24 | A | \$ 21.05   | 2,165 <sup>(2)</sup> | D |
| Common Stock | 04/20/2007 | J <sup>(6)</sup> | V | 51 | A | \$ 21.116  | 6,283 <sup>(3)</sup> | D |

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.**

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(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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares   |

## Reporting Owners

| Reporting Owner Name / Address                       | Relationships |           |                           |       |
|--|---------------|-----------|---------------------------|-------|
|  | Director      | 10% Owner | Officer                   | Other |
| HUGHES MARK A<br>8839 ROUTE 6<br>WELLSBORO, PA 16901 |               |           | Exec. Vice Pres. & C.F.O. |       |

## Signatures

Mark A. Hughes                      06/14/2007  
 \*\*Signature of                      Date  
 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).

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- (1) Employer year end contribution posted to Retirement Plan
- (2) Total Retirement Plan Holdings
- (3) Total Holdings including Retirement Plan shares, but not Restricted Stock
- (4) 1% Stock Dividend Payable on 1/22/07.
- (5) 1% Stock Dividend Payable on 1/22/07.
- (6) Dividend of 4/20/07 Posted to DR Account

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.