

CITIZENS & NORTHERN CORP  
 Form 4  
 June 15, 2007

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**RUDY THOMAS L JR**

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)  
**12 GREENBRIAR DRIVE**  
 (Street)

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

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**Executive Vice President**

**WELLSBORO, PA 16901**

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)
				(A) or (D) Price			
Common Stock	02/21/2007		J <sup>(1)</sup>	V 253 A \$ 22.194	1,491 <sup>(2)</sup>	D	
Common Stock					2,254 <sup>(3)</sup>	D	
Common Stock	01/22/2007		J <sup>(4)</sup>	12 A \$ 22	1,503 <sup>(2)</sup>	D	
Common Stock	01/22/2007		J <sup>(4)</sup>	9 A \$ 22	2,275 <sup>(3)</sup>	D	
Common Stock	01/22/2007		J <sup>(5)</sup>	V 14 A \$ 22.26	1,517 <sup>(2)</sup>	D	

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Common Stock	01/22/2007		J <sup>(5)</sup>	V	9	A	\$ 22.249	2,298 <sup>(3)</sup>	D	
Common Stock	04/20/2007		J <sup>(6)</sup>	V	17	A	\$ 21.05	1,534 <sup>(2)</sup>	D	
Common Stock	04/20/2007		J <sup>(6)</sup>	V	12	A	\$ 21.116	2,327 <sup>(3)</sup>	D	
Common Stock	04/20/2007		J <sup>(6)</sup>	V	1	A	\$ 21.116	9	I	Child

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 (Instr. 5)
				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
RUDY THOMAS L JR 12 GREENBRIAR DRIVE WELLSBORO, PA 16901			Executive Vice President

## Signatures

Mark A. Hughes for Thomas L. Rudy, Jr. under Power of Attorney dated 2/20/04

06/15/2007

\_\_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) 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) Dividend of 01/22/07 posted to D/R Account
- (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.

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