

MILLER LARRY J
 Form 4
 November 30, 2018

FORM 4

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

OMB APPROVAL

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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 *
 MILLER LARRY J

2. Issuer Name and Ticker or Trading Symbol
 CODORUS VALLEY BANCORP INC [CVLY]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 105 LEADER HEIGHTS ROAD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 11/28/2018

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

YORK, PA 17403

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (D) Price		
Common Stock	11/28/2018		M		2,905 A \$ 6.2291	123,776.325	D
Common Stock	11/28/2018		S		2,905 D \$ 23.9656	120,871.325 (1)	D
Common Stock	11/29/2018		M		760 A \$ 6.2291	121,631.325	D
Common Stock	11/29/2018		S		760 D \$ 23.9255	120,871.325 (1)	D

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

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(1) includes 27,548.864 held jointly with spouse, 2,239.335 held jointly with daughter, 2,239.335 held jointly with son

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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