

HUGHES MARK A
Form 5
February 16, 2010

FORM 5

**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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

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)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2009

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

8839 ROUTE 6

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

WELLSBORO, PA 16901

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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|-----------------------------------|
| Common Stock | Â | Â | Â | Â Â Â (A) or (D) Price | 9,349 (1) | D | Â |
| Common Stock | Â | Â | Â | Â Â Â (A) or (D) Price | 3,177 (1) | I | By ESOP |

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

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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 Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--------------------|--|-----------------|---|----------------------------|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | Title | |
| Employee Stock Options (Right to Buy) | \$ 13.5 ⁽²⁾ | 12/21/2000 | Â | A4 | 1,615 ⁽²⁾ | Â | 06/21/2001 | 12/21/2010 | Common Stock | 1,615 |
| Employee Stock Options (Right to Buy) | \$ 13.5 ⁽²⁾ | 08/19/2003 | Â | M4 ⁽³⁾ | Â | 750 ⁽²⁾ | 06/21/2001 | 12/21/2010 | Common Stock | 750 |
| Employee Stock Options (Right to Buy) | \$ 13.5 ⁽²⁾ | 02/15/2005 | Â | M4 ⁽³⁾ | Â | 865 ⁽²⁾ | 06/21/2001 | 12/21/2010 | Common Stock | 865 |
| Employee Stock Options (Right to Buy) | \$ 17 ⁽²⁾ | 01/02/2002 | Â | A4 | 3,528 ⁽²⁾ | Â | 07/02/2002 | 01/02/2012 | Common Stock | 3,528 |
| Employee Stock Options (Right to Buy) | \$ 17 ⁽²⁾ | 03/20/2006 | Â | M4 ⁽³⁾ | Â | 700 ⁽²⁾ | 07/02/2002 | 01/02/2012 | Common Stock | 700 |
| Employee Stock Options (Right to Buy) | \$ 20.73 ⁽²⁾ | 01/02/2003 | Â | A4 | 2,700 ⁽²⁾ | Â | 07/02/2003 | 01/02/2013 | Common Stock | 2,700 |
| Employee Stock Options | \$ 26.59 | 01/02/2004 | Â | A4 | 2,145 | Â | 07/02/2004 | 01/02/2014 | Common Stock | 2,145 |

(Right to Buy)

Employee Stock

| | | | | | | | | | | |
|---------|-------|------------|---|----|-------|---|------------|------------|--------------|-----|
| Options | \$ 27 | 01/03/2005 | Â | A4 | 2,065 | Â | 07/03/2005 | 01/03/2015 | Common Stock | 2,0 |
|---------|-------|------------|---|----|-------|---|------------|------------|--------------|-----|

Employee Stock

| | | | | | | | | | | |
|---------|-----------|------------|---|----|-------|---|------------|------------|--------------|-----|
| Options | \$ 22.325 | 01/03/2007 | Â | A4 | 2,285 | Â | 07/03/2007 | 01/03/2017 | Common Stock | 2,2 |
|---------|-----------|------------|---|----|-------|---|------------|------------|--------------|-----|

Employee Stock

| | | | | | | | | | | |
|---------|---------|------------|---|----|-------|---|------------|------------|--------------|-----|
| Options | \$ 17.5 | 01/03/2008 | Â | A4 | 4,170 | Â | 07/03/2008 | 01/03/2018 | Common Stock | 4,1 |
|---------|---------|------------|---|----|-------|---|------------|------------|--------------|-----|

Employee Stock

| | | | | | | | | | | |
|---------|----------|------------|---|----|-------|---|------------|------------|--------------|-----|
| Options | \$ 19.88 | 01/05/2009 | Â | A4 | 3,725 | Â | 07/05/2009 | 01/05/2019 | Common Stock | 3,7 |
|---------|----------|------------|---|----|-------|---|------------|------------|--------------|-----|

Reporting Owners

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

Signatures

Jessica R. Brown for Mark A. Hughes under Power of Attorney dated 8/23/07. 02/16/2010

__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).

Direct holdings were previously reported including shares held in ESOP (retirement plan shares) and without including unvested restricted stock (which were reported separately.) Total direct holdings reported in this Form have been revised to include unvested restricted stock and exclude shares held in ESOP, which are now reported as indirectly held.

(2) Exercise prices and number of options shares adjusted for 2003 stock split.

(3) Acquisition of shares pursuant to options exercised previously reported in Table I; however, the exercise was not reported in Table II.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure.

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