

CITIZENS & NORTHERN CORP
 Form 4
 November 16, 2016

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 *
 LAMBERT LEO F

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)
 11/14/2016

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

P O BOX 345, 213 ACADEMY TERRACE

(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

DUSHORE, PA 18614

(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 or Price		
Common Stock	11/14/2016		M		538 A \$ 22.325	18,425	D
Common Stock	11/14/2016		M		1,341 A \$ 19.88	19,766	D
Common Stock	11/14/2016		M		1,259 A \$ 18.54	21,025	D
Common Stock	11/14/2016		M		1,251 A \$ 19.21	22,276	D
Common Stock	11/14/2016		M		646 A \$ 20.45	22,922	D

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Common Stock	11/14/2016	F	4,081	D	\$ 24.32	18,841	D	
Common Stock						1,659	I	By Corporation
Common Stock						1,580	I	Child

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

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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 (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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Director Stock Options	\$ 22.325	11/14/2016		M	538	01/03/2007 01/03/2017	Common Stock	538	
Director Stock Options	\$ 19.88	11/14/2016		M	1,341	01/05/2009 01/05/2019	Common Stock	1,341	
Director Stock Options	\$ 18.54	11/14/2016		M	1,259	01/04/2012 01/04/2022	Common Stock	1,259	
Director Stock Options	\$ 19.21	11/14/2016		M	1,251	01/03/2013 01/03/2023	Common Stock	1,251	
Director Stock Options	\$ 20.45	11/14/2016		M	646	01/03/2014 01/03/2024	Common Stock	646	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LAMBERT LEO F P O BOX 345 213 ACADEMY TERRACE DUSHORE, PA 18614		X		

Signatures

/s/ Teri L. Mitchell POA for Leo F. Lambert
07/23/09

11/16/2016

__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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