## Edgar Filing: Watkins Tracy Ellen - Form 4

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Form 4	•										
January 18, 2									OMB AF	PROVAL	
FORM	UNITED		SECURITIES AND EXCHANGE COM Washington, D.C. 20549					OMB Number:	3235-0287		
Check thi if no long subject to Section 14 Form 4 or Form 5 obligation may conti <i>See</i> Instru 1(b).	6. Filed pur Section 17(	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 20(b) of the Investment Company Act of 1940								Lanuary 31Expires:2005Estimated averageburden hours perresponse0.5	
(Print or Type R	Responses)										
1. Name and Address of Reporting Person <sup>*</sup> Watkins Tracy Ellen			2. Issuer Name <b>and</b> Ticker or Trading Symbol CITIZENS & NORTHERN CORP [CZNC]				-	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) 1972 NORT ROAD	3. Date of Earliest Transaction (Month/Day/Year) 01/17/2019					Director       10% Owner         Officer (give title       Other (specify below)         below)       below)         Executive Vice President					
COVINCTO				endment, Date Original nth/Day/Year)				<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>			
								Person			
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any		3. Transactio Code (Instr. 8) Code V	(Instr. 3,	spose	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect Beneficial	
Common Stock	01/17/2019			A <u>(1)</u>	1,554	A	\$ 24.13	2,450	D		
Common Stock								2,790	Ι	By ESOP	

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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 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)	4. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	;	Date	Amou Unde Secur	le and unt of rlying tities (. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
			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			
Watkins Tracy Ellen 1972 NORTH WILLIAMSON ROAD COVINGTON, PA 16917			Executive Vice President				
Signatures							
/s/ Amy B Wherley POA for Tracy E Watk 12/28/17	ins,	01/18/2	2019				

\*\*Signature of 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).
- (1) Award of Restricted Stock

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.

Date