

CITIZENS & NORTHERN CORP  
 Form 4  
 November 18, 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 \*  
**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)  
**11/17/2016**

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

**WELLSBORO, PA 16901**

(City) (State) (Zip)

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

**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 (A) or (D) Price			
Common Stock	11/17/2016		M	1,635 A \$ 22.325	11,474	D	
Common Stock	11/17/2016		M	2,945 A \$ 17.5	14,419	D	
Common Stock	11/17/2016		F	3,773 D \$ 23.335	10,646	D	
Common Stock					6,078	I	By ESOP
Common Stock					14	I	By Child

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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 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. Amount or Number of Shares
Director Stock Options	\$ 22.325	11/17/2016		M	1,635	01/03/2007 01/03/2017	Common Stock	1,635
Director Stock Options	\$ 17.5	11/17/2016		M	2,945	01/03/2008 01/03/2018	Common Stock	2,945

## Reporting Owners

Reporting Owner Name / Address	Relationships
RUDY THOMAS L JR 12 GREENBRIAR DRIVE WELLSBORO, PA 16901	Director 10% Owner Officer Executive Vice President

## Signatures

/s/ Teresa L. Mitchell POA for Thomas L. Rudy Jr  
07/23/09

11/18/2016

\_\_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

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