

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 (D) 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.

**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)	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	

