

BESSE DAWN A
Form 5
February 16, 2010

FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
Number: 3235-0362
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1. Name and Address of Reporting Person *
BESSE DAWN 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 of Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2009

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
Executive Vice President

726 FISCHLER STREET EXT

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

WELLSBORO, PA 16901

____X____ 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	Â	Â	Â	Â Â Â Â (A) or (D) Price	1,630 ⁽¹⁾	D	Â
Common Stock	Â	Â	Â	Â Â Â Â	2,197 ⁽¹⁾	I	By ESOP

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

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SEC 2270
(9-02)

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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)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Options (Right to Buy)	\$ 13.5 ⁽²⁾	12/21/2000	Â	A4	1,077 ⁽²⁾	Â	06/21/2001	12/21/2010	Common Stock	1
Employee Stock Options (Right to Buy)	\$ 13.5 ⁽²⁾	09/13/2005	Â	M4 ⁽³⁾	Â	1,077 ⁽²⁾	06/21/2001	12/21/2010	Common Stock	1
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
Employee Stock Options (Right to Buy)	\$ 17 ⁽²⁾	09/13/2005	Â	M4 ⁽³⁾	Â	3,528 ⁽²⁾	07/02/2002	01/02/2012	Common Stock	3
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
Employee Stock Options (Right to Buy)	\$ 26.59	01/02/2004	Â	A4	2,145	Â	07/02/2004	01/02/2014	Common Stock	2
Employee Stock Options (Right to Buy)	\$ 27	01/03/2005	Â	A4	2,065	Â	07/03/2005	01/03/2015	Common Stock	2

Buy)

Employee
Stock

Options (Right to Buy)	\$ 22.325	01/03/2007	Â	A4	1,450	Â	07/03/2007	01/03/2017	Common Stock	1
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Employee
Stock

Options (Right to Buy)	\$ 17.5	01/03/2008	Â	A4	2,615	Â	07/03/2008	01/03/2018	Common Stock	2
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Employee
Stock

Options (Right to Buy)	\$ 19.88	01/05/2009	Â	A4	2,360	Â	07/05/2009	01/05/2019	Common Stock	2
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BESSE DAWN A 726 FISCHLER STREET EXT WELLSBORO,Â PAÂ 16901	Â	Â	Â Executive Vice President	Â

Signatures

Jessica R. Brown for Dawn A. Besse 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).

(1) 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 shares held through IRA (which were previously reported as indirect holdings) 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. 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.