Edgar Filing: CNB FINANCIAL CORP/PA - Form 4

| CNB FINANCIAL CORP/PA Form 4 June 24, 2015 | | | | |
|---|--|--|--|--|
| FORM 4 UNITED ST Check this box if no longer subject to Section 16. Form 4 or Form 5 Filed pursua | Washing NT OF CHANGES SEC ant to Section 16(a) o | ton, D.C. 20549 IN BENEFICIAL CURITIES of the Securities Exc Holding Company A | hange Act of 1934, Act of 1935 or Section | OMB APPROVAL OMB 3235-0287 Number: January 31, 2005 Estimated average burden hours per response 0.5 |
| (Print or Type Responses) 1. Name and Address of Reporting Per MERREY DENNIS L | Symbol | e and Ticker or Trading | Issuer | Reporting Person(s) to c all applicable) |
| (Last) (First) (Mide 272 MESA CREEK LN | dle) 3. Date of Earlie (Month/Day/Ye 06/23/2015 | | _X_ Director Officer (give t below) | itle 10% Owner below) |
| (Street) CLEARFIELD, PA 16830 | 4. If Amendmer Filed(Month/Day | - | Applicable Line) _X_ Form filed by O | int/Group Filing(Check ne Reporting Person ore than One Reporting |
| (City) (State) (Zij | ^{p)} Table I - N | on-Derivative Securitie | es Acquired, Disposed of, | or Beneficially Owned |
| (Instr. 3) an | A. Deemed 3. xecution Date, if Trans ny Code Month/Day/Year) (Instr | 4. Securities Acqu action(A) or Disposed of (Instr. 3, 4 and 5) . 8) (A) or | ired 5. Amount of f (D) Securities Beneficially Owned | 6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4) |
| common stock 06/23/2015 | S | 2 000 D ^{\$} | | D |
| common stock | | | 1,724 | I Spouse |

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

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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. Transacti Code (Instr. 8) | 5. orNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 5 | Date | 7. Title and Underlying (Instr. 3 and | Securities | 8. Prio Deriv Secur (Instr. |
|---|---|---|---|---------------------------------------|--|---------------------|--------------------|---|----------------------------------|--------------------------------------|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| phantom stock | <u>(1)</u> | | | | | <u>(1)</u> | <u>(1)</u> | common stock | 19,128.728 | |

Reporting Owners

| Reporting Owner Name / Address | | Relationsh | | |
|--|------------|------------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MERREY DENNIS L 272 MESA CREEK LN CLEARFIELD, PA 16830 | Х | | | |
| Signatures | | | | |
| /s/ Jessica A. Shaffner, Attorney-in-Fact | 06/24/2015 | | | |
| **Signature of Reporting Person | | Date | | |
| Evalenction of De | | | | |

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) n/a

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.