

CITIZENS & NORTHERN CORP
 Form 4
 June 15, 2007

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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)
01/22/2007

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

WELLSBORO, PA 16901

6. Individual or Joint/Group Filing (Check Applicable Line)
 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 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 (A) or (D) Price			
Common Stock	02/21/2007		J ⁽¹⁾	V 253 A \$ 22.194	1,491 ⁽²⁾	D	
Common Stock					2,254 ⁽³⁾	D	
Common Stock	01/22/2007		J ⁽⁴⁾	12 A \$ 22	1,503 ⁽²⁾	D	
Common Stock	01/22/2007		J ⁽⁴⁾	9 A \$ 22	2,275 ⁽³⁾	D	
Common Stock	01/22/2007		J ⁽⁵⁾	V 14 A \$ 22.26	1,517 ⁽²⁾	D	

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) Employer year end contribution posted to Retirement Plan
- (2) Total Retirement Plan Holdings
- (3) Total Holdings including Retirement Plan shares, but not Restricted Stock
- (4) 1% Stock Dividend Payable on 1/22/07.
- (5) Dividend of 01/22/07 posted to D/R Account
- (6) Dividend of 4/20/07 Posted to DR Account

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.